DEC 12.31.21

ANNUAL REPORT

AB VARIABLE PRODUCTS SERIES FUND, INC.

+INTERMEDIATE BOND PORTFOLIO

As of May 1, 2021, as permitted by regulations adopted by the Securities and Exchange Commission, you may not be receiving paper copies of the Portfolio's shareholder reports from the insurance company that offers your contract unless you specifically requested paper copies from the insurance company or from your financial intermediary. Instead of delivering paper copies of the reports, the insurance company may choose to make the reports available on a website, and will notify you by mail each time a report is posted and provide you with a website link to access the report. Instructions for requesting paper copies will be provided by your insurance company.

You may elect to receive all future reports in paper free of charge from the insurance company. You can inform the insurance company or your financial intermediary that you wish to continue receiving paper copies of your shareholder reports by following the instructions provided by the insurance company or by contacting your financial intermediary. Your election to receive reports in paper will apply to all portfolio companies available under your contract with the insurance company.

Investment Products Offered

- **Are Not FDIC Insured**
- **May Lose Value**
- **Are Not Bank Guaranteed**

AllianceBernstein Investments, Inc. (ABI) is the distributor of the AB family of mutual funds. ABI is a member of FINRA and is an affiliate of AllianceBernstein L.P., the Adviser of the funds.

You may obtain a description of the Fund's proxy voting policies and procedures, and information regarding how the Fund voted proxies relating to portfolio securities during the most recent 12-month period ended June 30, without charge. Simply visit AB's website at www.abfunds.com or go to the Securities and Exchange Commission's (the "Commission") website at www.sec.gov, or call AB at (800) 227 4618.

The Fund files its complete schedule of portfolio holdings with the Commission for the first and third quarters of each fiscal year as an exhibit to its reports on Form N-PORT. The Fund's Form N-PORT reports are available on the Commission's website at www.sec.gov. The Fund's Forms N-PORT may also be reviewed and copied at the Commission's Public Reference Room in Washington, DC; information on the operation of the Public Reference Room may be obtained by calling (800) SEC 0330.

LETTER TO INVESTORS

February 14, 2022

The following is an update of AB Variable Products Series Fund—Intermediate Bond Portfolio (the "Portfolio") for the annual reporting period ended December 31, 2021.

At a meeting of the Board of Directors of AB Variable Products Series Fund, Inc. (the "Fund") held on November 2-4, 2021, the Board approved the liquidation and termination of the Portfolio (the "Liquidation"). The Portfolio expects to make liquidating distributions on or shortly after March 4, 2022, and will convert its assets to cash shortly before this date. The insurance company separate accounts through which owners of variable insurance contracts hold interests in the Portfolio will give such Contractholders notice of the Liquidation as well as information about allocating their variable insurance contract assets to other investment options available under their contracts.

INVESTMENT OBJECTIVE AND POLICIES

The Portfolio's investment objective is to generate income and price appreciation without assuming what the Adviser considers undue risk. The Portfolio invests, under normal circumstances, at least 80% of its net assets in fixed-income securities. The Portfolio expects to invest in readily marketable fixed-income securities with a range of maturities from short- to long-term and relatively attractive yields that do not involve undue risk of loss of capital. The Portfolio expects to invest in fixed-income securities with a dollar-weighted average maturity of between three and 10 years and an average duration of three to six years. The Portfolio may invest up to 25% of its net assets in below investment-grade bonds (commonly known as "junk bonds"). The Portfolio may use leverage for investment purposes.

The Portfolio may invest without limit in US dollar-denominated foreign fixed-income securities and may invest up to 25% of its assets in non-US dollar-denominated foreign fixed-income securities. These investments may include, in each case, developed- and emerging-market debt securities.

The Portfolio may invest in mortgage-related and other asset-backed securities, loan participations and assignments, inflation-indexed securities, structured securities, variable, floating and inverse floating-rate instruments, and preferred stock, and may use other investment techniques. The Portfolio intends, among other things, to enter into transactions such as reverse repurchase agreements and dollar rolls. The Portfolio may invest, without limit, in derivatives, such as options, futures contracts, forwards and swaps.

INVESTMENT RESULTS

The table on page 5 shows the Portfolio's performance compared to its benchmark, the Bloomberg US Aggregate Bond Index, for the one-, five- and 10-year periods ended December 31, 2021.

During the annual period, Class B shares underperformed the benchmark while Class A shares outperformed. Off-benchmark country allocations to Canada and Brazil detracted, relative to the benchmark. Sector allocation contributed due to an underweight to US Treasuries, off-benchmark allocations to agency risk-sharing transactions, high-yield corporate bonds in the US and exposure to US Treasury inflation-protected securities, which more than offset a loss from exposure to collateralized mortgage obligations. Security selection among commercial mortgage-backed securities and investment-grade corporate bonds added to returns, offsetting a loss within US agency mortgages. Yield-curve duration positioning also contributed, as an underweight to the 20-year part of the curve exceeded a shortfall from an underweight to the five- to 10-year parts of the curve. Currency decisions did not have a meaningful impact on performance during the period. Gains from short positions in the Australian dollar and Swedish krona, and a long position in the Russian ruble, offset losses from shorts in the euro and New Zealand dollar, as well as long positions in the Swiss franc and yen.

During the annual period, the Portfolio utilized currency forwards to hedge currency risk and actively manage currency positions. Credit default swaps were utilized in the corporate and commercial mortgage-backed securities sectors for hedging and investment purposes. Treasury futures and interest rate swaps were utilized to manage duration, country exposure and yield-curve positioning. Written swaptions were used for duration management. Consumer Price Index swaps were held to gain exposure to rising inflation expectations. The utilization of government-agency-related To Be Announced mortgage short-term positions was a significant contributor to the Portfolio's turnover rate of 144%.

MARKET REVIEW AND INVESTMENT STRATEGY

Fixed-income government bond market yields were higher for the annual period ended December 31, 2021. Numerous central banks became more hawkish, prompting short-term yields to rise more than longer-term yields and causing all major treasury market returns to fall on inflation concerns. Treasury losses were the greatest in the UK, Australia and the eurozone. Inflation bonds significantly outperformed nominal government bonds. Low interest rates set the stage for the continued outperformance of most risk assets, led by the large positive performance of high-yield corporate bonds—particularly in the US, eurozone and emerging markets. Emerging-market investment-grade corporate bonds rose, while developed-market bonds fell on rising yields and out-performed developed-market treasuries with a smaller loss. Securitized assets fell but outperformed US Treasuries. Emerging-market sovereign and local-currency bonds trailed as the US dollar gained against most developed- and emerging-market currencies. Commodity prices were strong, with Brent crude oil and copper climbing from pandemic-related lows.

Benchmark Disclosure

The Bloomberg US Aggregate Bond Index is unmanaged and does not reflect fees and expenses associated with the active management of a mutual fund portfolio. The Bloomberg US Aggregate Bond Index represents the performance of securities within the US investment-grade fixed-rate bond market, with index components for government and corporate securities, mortgage pass-through securities, asset-backed securities and commercial mortgage-backed securities. An investor cannot invest directly in an index, and its results are not indicative of the performance for any specific investment, including the Portfolio.

A Word About Risk

Market Risk: The value of the Portfolio's assets will fluctuate as the stock or bond market fluctuates. The value of its investments may decline, sometimes rapidly and unpredictably, simply because of economic changes or other events, including public health crises (including the occurrence of a contagious disease or illness), that affect large portions of the market.

Interest-Rate Risk: Changes in interest rates will affect the value of investments in fixed-income securities. When interest rates rise, the value of existing investments in fixed-income securities tends to fall and this decrease in value may not be offset by higher income from new investments. Interest-rate risk is generally greater for fixed-income securities with longer maturities or durations. The current historically low interest rate environment heightens the risks associated with rising interest rates.

Credit Risk: An issuer or guarantor of a fixed-income security, or the counterparty to a derivatives or other contract, may be unable or unwilling to make timely payments of interest or principal, or to otherwise honor its obligations. The issuer or guarantor may default, causing a loss of the full principal amount of a security and accrued interest. The degree of risk for a particular security may be reflected in its credit rating. There is the possibility that the credit rating of a fixed-income security may be downgraded after purchase, which may adversely affect the value of the security.

Below Investment-Grade Security Risk: Investments in fixed-income securities with lower ratings ("junk bonds") tend to have a higher probability that an issuer will default or fail to meet its payment obligations. These securities may be subject to greater price volatility due to such factors as specific corporate developments, interest-rate sensitivity and negative perceptions of the junk bond market generally, and may be more difficult to trade than other types of securities.

Duration Risk: Duration is a measure that relates the expected price volatility of a fixed-income security to changes in interest rates. The duration of a fixed-income security may be shorter than or equal to full maturity of a fixed-income security. Fixed-income securities with longer durations have more risk and will decrease in price as interest rates rise.

Inflation Risk: This is the risk that the value of assets or income from investments will be less in the future as inflation decreases the value of money. As inflation increases, the value of the Portfolio's assets can decline as can the value of the Portfolio's distributions. This risk is significantly greater if the Portfolio invests a significant portion of its assets in fixed-income securities with longer maturities.

Foreign (Non-US) Risk: Investments in securities of non-US issuers may involve more risk than those of US issuers. These securities may fluctuate more widely in price and may be more difficult to trade due to adverse market, economic, political, regulatory or other factors.

Emerging-Market Risk: Investments in emerging-market countries may have more risk because the markets are less developed and less liquid, and because these investments may be subject to increased economic, political, regulatory or other uncertainties.

Currency Risk: Fluctuations in currency exchange rates may negatively affect the value of the Portfolio's investments or reduce its returns.

Mortgage-Related and/or Other Asset-Backed Securities Risk: Investments in mortgage-related and other asset-backed securities are subject to certain additional risks. The value of these securities may be particularly sensitive to changes in interest rates. These risks include "extension risk", which is the risk that, in periods of rising interest rates, issuers may delay the payment of principal, and "prepayment risk", which is the risk that in periods of falling interest rates, issuers may pay

(Disclosures, Risks and Note About Historical Performance continued on next page)

principal sooner than expected, exposing the Portfolio to a lower rate of return upon reinvestment of principal. Mortgage-backed securities offered by nongovernmental issuers and other asset-backed securities may be subject to other risks, such as higher rates of default in the mortgages or assets backing the securities or risks associated with the nature and servicing of mortgages or assets backing the securities.

Leverage Risk: To the extent the Portfolio uses leveraging techniques, its net asset value ("NAV") may be more volatile because leverage tends to exaggerate the effect of changes in interest rates and any increase or decrease in the value of the Portfolio's investments.

Illiquid Investments Risk: Illiquid investments risk exists when certain investments are or become difficult to purchase or sell. Difficulty in selling such investments may result in sales at disadvantageous prices affecting the value of your investment in the Portfolio. Causes of illiquid investments risk may include low trading volumes, large positions and heavy redemptions of Portfolio shares. Illiquid investments risk may be higher in a rising interest-rate environment, when the value and liquidity of fixed-income securities generally decline.

Derivatives Risk: Derivatives may be difficult to price or unwind and leveraged so that small changes may produce disproportionate losses for the Portfolio. Derivatives, especially over-the-counter derivatives, are also subject to counterparty risk, which is the risk that the counterparty (the party on the other side of the transaction) on a derivative transaction will be unable or unwilling to honor its contractual obligations to the Portfolio.

Management Risk: The Portfolio is subject to management risk because it is an actively managed investment fund. The Adviser will apply its investment techniques and risk analyses in making investment decisions for the Portfolio, but there is no guarantee that its techniques will produce the intended results. Some of these techniques may incorporate, or rely upon, quantitative models, but there is no guarantee that these models will generate accurate forecasts, reduce risk or otherwise perform as expected.

These risks are fully discussed in the Variable Products prospectus. As with all investments, you may lose money by investing in the Portfolio.

An Important Note About Historical Performance
The investment return and principal value of an investment in the Portfolio will fluctuate, so that shares, when redeemed, may be worth more or less than their original cost. Performance shown in this report represents past performance and does not guarantee future results. Current performance may be lower or higher than the performance information shown. Please contact your financial advisor or insurance agent representative at your financial institution to obtain portfolio performance information current to the most recent month-end.

Investors should consider the investment objectives, risks, charges and expenses of the Portfolio carefully before investing. For additional copies of the Portfolio's prospectus or summary prospectus, which contains this and other information, call your financial advisor or (800) 227 4618. Please read the prospectus and/or summary prospectus carefully before investing.

All fees and expenses related to the operation of the Portfolio have been deducted, but no adjustment has been made for insurance company separate account or annuity contract charges, which would reduce total return to a contract owner. Performance assumes reinvestment of distributions and does not account for taxes.

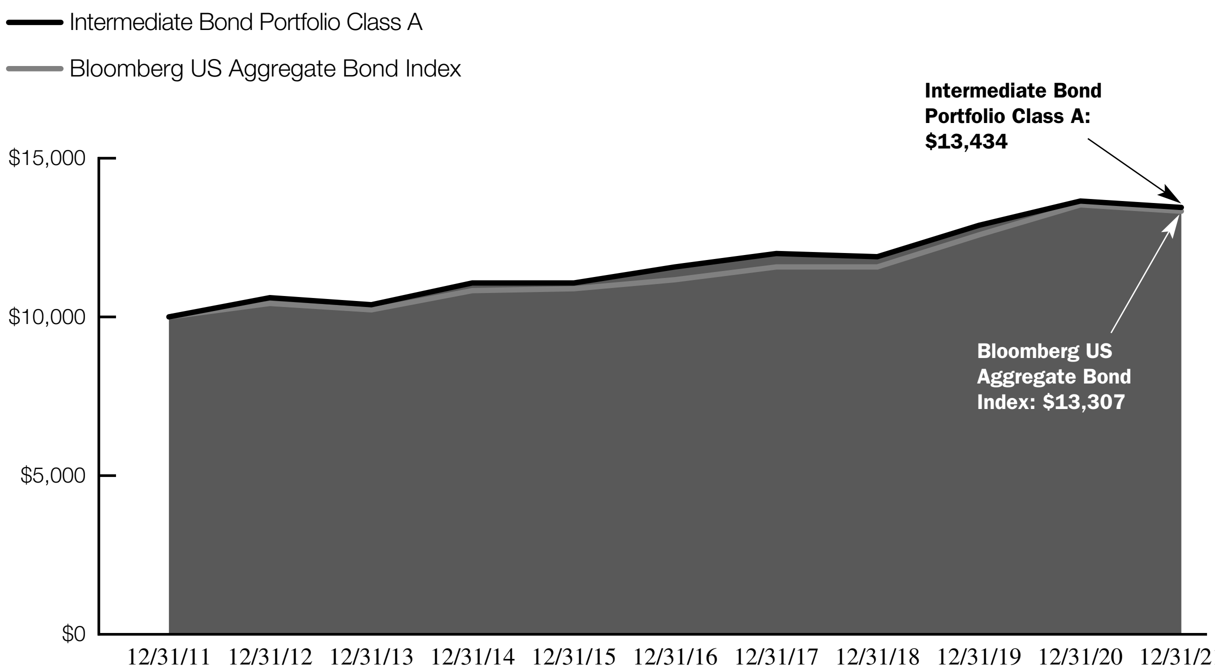
There are additional fees and expenses associated with all Variable Products. These fees can include mortality and expense risk charges, administrative charges, and other charges that can significantly reduce investment returns. Those fees and expenses are not reflected in this annual report. You should consult your Variable Products prospectus for a description of those fees and expenses and speak to your insurance agent or financial representative if you have any questions. You should read the prospectus before investing or sending money.

THE PORTFOLIO VS. ITS BENCHMARK PERIODS ENDED DECEMBER 31, 2021 (unaudited)	Net Asset Value Returns 1 Year	5 Years[1]	10 Years[1]
Intermediate Bond Portfolio Class A	-1.45%	3.03%	3.00%
Intermediate Bond Portfolio Class B	-1.64%	2.78%	2.75%
Bloomberg US Aggregate Bond Index	-1.54%	3.57%	2.90%

1 Average annual returns.

The Portfolio's current prospectus fee table shows the Portfolio's total annual operating expense ratios as 1.27% and 1.52% for Class A and Class B shares, respectively. The Financial Highlights section of this report sets forth expense ratio data for the current reporting period; the expense ratios shown above may differ from the expense ratios in the Financial Highlights section since they are based on different time periods.

GROWTH OF A $10,000 INVESTMENT
12/31/2011 TO 12/31/2021 (unaudited)



This chart illustrates the total value of an assumed $10,000 investment in Intermediate Bond Portfolio Class A shares (from 12/31/2011 to 12/31/2021) as compared to the performance of the Portfolio's benchmark. The chart assumes the reinvestment of dividends and capital gains distributions.

See Disclosures, Risks and Note About Historical Performance on pages 3-4.

As a shareholder of the Portfolio, you incur two types of costs: (1) transaction costs, including sales charges (loads) on purchase payments, contingent deferred sales charges on redemptions and (2) ongoing costs, including management fees; distribution (12b-1) fees; and other Portfolio expenses. This example is intended to help you understand your ongoing costs (in dollars) of investing in the Portfolio 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 as indicated below.

Actual Expenses
The table below provides information about actual account values and actual expenses. You may use the information in this line, together with the amount you invested, to estimate the expenses that you paid over the period. Simply divide your account value by $1,000 (for example, an $8,600 account value divided by $1,000 = 8.6), then multiply the result by the number in the first line under the heading entitled "Expenses Paid During Period" to estimate the expenses you paid on your account during this period. The estimate of expenses does not include fees of other expenses of any variable insurance product. If such expenses were included, the estimate of expenses you paid during the period would be higher and your ending account value would be lower.

Hypothetical Example for Comparison Purposes
The table below provides information about hypothetical account values and hypothetical expenses based on the Portfolio's actual expense ratio and an assumed annual rate of return of 5% before expenses, which is not the Portfolio's actual return. The hypothetical account values and expenses may not be used to estimate the actual ending account balance or expenses you paid for the period. You may use this information to compare the ongoing costs of investing in the Portfolio and other funds by comparing this 5% hypothetical example with the 5% hypothetical examples that appear in the shareholder reports of other funds. The estimate of expenses does not include fees of other expenses of any variable insurance product. If such expenses were included, the estimate of expenses you paid during the period would be higher and your ending account value would be lower.

Please note that the expenses shown in the table are meant to highlight your ongoing costs only and do not reflect any transactional costs, such as sales charges (loads), or contingent deferred sales charges on redemptions. Therefore, the second line of each class' table is useful in comparing ongoing costs only, and will not help you determine the relative total costs of owning different funds. In addition, if these transactional costs were included, your costs would have been higher.

	Beginning Account Value July 1, 2021	Ending Account Value December 31, 2021	Expenses Paid During Period*	Annualized Expense Ratio*
Class A				
Actual	$ 1,000	$ 997.30	$ 7.20	1.43%
Hypothetical (5% annual return before expenses)	$ 1,000	$ 1,018.00	$ 7.27	1.43%
Class B				
Actual	$ 1,000	$ 997.40	$ 8.46	1.68%
Hypothetical (5% annual return before expenses)	$ 1,000	$ 1,016.74	$ 8.54	1.68%

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

INTERMEDIATE BOND PORTFOLIO
TOP TEN SECTORS (including derivatives)[1]
December 31, 2021 (unaudited)

Governments—Treasuries[2]	32.3%
Corporates—Investment Grade	24.7
Commercial Mortgage-Backed Securities	17.7
Mortgage Pass-Throughs	12.6
Collateralized Mortgage Obligations	9.8
Corporates—Non-Investment Grade	6.3
Asset-Backed Securities	5.5
Inflation-Linked Securities	3.1
Interest Rate Swaps[3]	2.0
Local Governments—US Municipal Bonds	1.7

SECTOR BREAKDOWN (excluding derivatives)[4]
December 31, 2021 (unaudited)

Corporates—Investment Grade	23.5%
Governments—Treasuries	18.7
Commercial Mortgage-Backed Securities	16.8
Mortgage Pass-Throughs	12.0
Collateralized Mortgage Obligations	9.3
Asset-Backed Securities	5.2
Corporates—Non-Investment Grade	5.0
Inflation-Linked Securities	3.0
Local Governments—US Municipal Bonds	1.6
Emerging Markets—Corporate Bonds	0.3
Short-Term Investments	4.6

1 All data are as of December 31, 2021. The Portfolio's sectors include derivative exposure and are expressed as approximate percentages of the Portfolio's total net assets, based on the Adviser's internal classification. The percentages will vary over time.

2 Includes Treasury Futures.

3 Represents the exposure of the Portfolio's fixed-rate payments on the Interest Rate Swaps. Interest Rate Swaps involve the exchange by a fund with another party of payments calculated by reference to specified interest rates (e.g., an exchange of floating-rate payments for fixed-rate payments).

4 All data are as of December 31, 2021. The Portfolio's sector breakdown is expressed as a percentage of total investments and may vary over time. The Portfolio also enters into derivative transactions, which may be used for hedging or investment purposes (see "Portfolio of Investments" section of the report for additional details).

		Principal Amount (000)	U.S. $ Value
CORPORATES–INVESTMENT GRADE–24.7%			
INDUSTRIAL–14.4%			
BASIC–1.3%			
Alpek SAB de CV			
4.25%, 09/18/2029(a)	U.S.$	200	$ 212,413
Suzano Austria GmbH			
2.50%, 09/15/2028		82	79,104
3.75%, 01/15/2031		17	17,253
WRKCo., Inc.			
4.00%, 03/15/2028		62	68,428
Yamana Gold, Inc.			
2.63%, 08/15/2031(a)		70	67,572
			444,770
CAPITAL GOODS–0.6%			
Flowserve Corp.			
2.80%, 01/15/2032		46	44,810
Parker-Hannifin Corp.			
3.25%, 06/14/2029		25	26,479
Raytheon Technologies Corp.			
4.125%, 11/16/2028		80	89,526
Westinghouse Air Brake Technologies Corp.			
3.20%, 06/15/2025		15	15,655
4.40%, 03/15/2024		37	39,223
			215,693
COMMUNICATIONS–MEDIA–1.2%			
Charter Communications Operating LLC/Charter Communications Operating Capital			
4.80%, 03/01/2050		15	16,815
5.125%, 07/01/2049		23	26,636
Comcast Corp.			
4.15%, 10/15/2028		95	107,806
Discovery Communications LLC			
4.65%, 05/15/2050		9	10,590
5.20%, 09/20/2047		15	18,548
5.30%, 05/15/2049		10	12,644
Fox Corp.			
4.709%, 01/25/2029		25	28,578
5.576%, 01/25/2049		43	58,638
Interpublic Group of Cos., Inc. (The)			
4.65%, 10/01/2028		20	22,969
Netflix, Inc.			
5.875%, 11/15/2028		83	100,074
			403,298
COMMUNICATIONS–TELECOMMUNICATIONS–0.5%			
AT&T, Inc.			
3.50%, 09/15/2053		16	16,172
3.65%, 09/15/2059		74	74,699
4.30%, 12/15/2042		31	34,961
T-Mobile USA, Inc.			
2.625%, 02/15/2029		10	9,843
2.875%, 02/15/2031		41	40,479
3.375%, 04/15/2029(a)		7	7,143
			183,297
CONSUMER CYCLICAL–AUTOMOTIVE–0.6%			
General Motors Co.			
6.125%, 10/01/2025	U.S.$	25	$ 28,744
General Motors Financial Co., Inc.			
4.30%, 07/13/2025		30	32,341
5.25%, 03/01/2026		21	23,553
Harley-Davidson Financial Services, Inc.			
3.35%, 06/08/2025(a)		128	134,123
			218,761
CONSUMER CYCLICAL–OTHER –0.4%			
Las Vegas Sands Corp.			
3.90%, 08/08/2029		85	85,488
Marriott International, Inc./MD Series EE			
5.75%, 05/01/2025		12	13,514
MDC Holdings, Inc.			
6.00%, 01/15/2043		38	47,944
			146,946
CONSUMER CYCLICAL–RETAILERS–0.7%			
Advance Auto Parts, Inc.			
3.90%, 04/15/2030		88	96,304
Lowe's Cos., Inc.			
3.65%, 04/05/2029		29	31,784
Ross Stores, Inc.			
4.70%, 04/15/2027		113	127,410
			255,498
CONSUMER NON-CYCLICAL–1.4%			
Altria Group, Inc.			
3.40%, 05/06/2030		85	88,268
4.80%, 02/14/2029		26	29,364
BAT Capital Corp.			
2.726%, 03/25/2031		50	48,564
Cigna Corp.			
4.375%, 10/15/2028		58	65,934
CVS Health Corp.			
4.30%, 03/25/2028		4	4,492
Ochsner LSU Health System of North Louisiana Series 2021			
2.51%, 05/15/2031		50	48,917
Takeda Pharmaceutical Co., Ltd.			
4.40%, 11/26/2023		200	211,654
			497,193
ENERGY–4.1%			
BP Capital Markets America, Inc.			
2.939%, 06/04/2051		129	124,619
Cenovus Energy, Inc.			
4.25%, 04/15/2027		12	13,095
4.40%, 04/15/2029		132	146,081
Chevron USA, Inc.			
3.85%, 01/15/2028		30	33,332

	Principal Amount (000)	U.S. $ Value
Continental Resources, Inc./OK		
2.875%, 04/01/2032(a)	U.S.$ 51	$ 49,909
5.75%, 01/15/2031(a)	36	42,434
Devon Energy Corp.		
5.60%, 07/15/2041	50	62,945
Enbridge Energy Partners LP		
7.375%, 10/15/2045	70	109,145
Energy Transfer LP		
4.75%, 01/15/2026	175	191,403
6.25%, 04/15/2049	14	18,308
Marathon Oil Corp.		
6.80%, 03/15/2032	100	129,064
Marathon Petroleum Corp.		
5.125%, 12/15/2026	30	34,210
6.50%, 03/01/2041	18	24,827
ONEOK Partners LP		
6.125%, 02/01/2041	5	6,333
ONEOK, Inc.		
4.00%, 07/13/2027	87	94,095
4.35%, 03/15/2029	57	62,536
6.35%, 01/15/2031	23	28,994
Plains All American Pipeline LP/PAA Finance Corp.		
3.55%, 12/15/2029	40	41,599
4.50%, 12/15/2026	25	27,445
Suncor Energy, Inc.		
6.80%, 05/15/2038	59	82,886
TransCanada PipeLines Ltd.		
6.10%, 06/01/2040	91	126,266
		1,449,526
SERVICES–0.8%		
Booking Holdings, Inc.		
4.625%, 04/13/2030	104	121,240
Expedia Group, Inc.		
4.625%, 08/01/2027	40	44,701
Global Payments, Inc.		
3.20%, 08/15/2029	28	29,154
IHS Markit Ltd.		
4.25%, 05/01/2029	19	21,525
4.75%, 08/01/2028	7	8,094
Moody's Corp.		
4.25%, 02/01/2029	41	46,357
		271,071
TECHNOLOGY–2.5%		
Broadcom, Inc.		
3.137%, 11/15/2035(a)	16	16,083
3.187%, 11/15/2036(a)	52	52,168
4.11%, 09/15/2028	56	61,447
4.15%, 11/15/2030	120	133,080
Dell International LLC/EMC Corp.		
6.02%, 06/15/2026	78	90,383
Fiserv, Inc.		
3.50%, 07/01/2029	87	93,569
Infor, Inc.		
1.75%, 07/15/2025(a)	34	33,838
KLA Corp.		
4.10%, 03/15/2029	U.S.$ 14	$ 15,841
Kyndryl Holdings, Inc.		
2.05%, 10/15/2026(a)	90	87,764
Micron Technology, Inc.		
4.185%, 02/15/2027	59	64,777
NXP BV/NXP Funding LLC		
5.55%, 12/01/2028(a)	28	33,553
NXP BV/NXP Funding LLC/ NXP USA, Inc.		
3.40%, 05/01/2030(a)	30	31,946
Oracle Corp.		
2.875%, 03/25/2031	57	57,286
3.95%, 03/25/2051	68	70,758
Western Digital Corp.		
3.10%, 02/01/2032	30	30,216
		872,709
TRANSPORTATION–AIRLINES–0.3%		
Delta Air Lines, Inc./SkyMiles IP Ltd.		
4.50%, 10/20/2025(a)	39	41,332
4.75%, 10/20/2028(a)	46	50,317
		91,649
		5,050,411
FINANCIAL INSTITUTIONS–9.9%		
BANKING–6.5%		
Banco de Credito del Peru		
3.125%, 07/01/2030(a)	87	85,956
Banco Santander SA		
3.49%, 05/28/2030	200	211,742
Bank of America Corp.		
2.299%, 07/21/2032	52	51,066
2.687%, 04/22/2032	56	56,882
Series DD		
6.30%, 03/10/2026(b)	27	30,426
Series Z		
6.50%, 10/23/2024(b)	41	44,765
Bank of New York Mellon Corp. (The)		
Series G		
4.70%, 09/20/2025(b)	17	18,192
Barclays Bank PLC		
6.86%, 06/15/2032(a)(b)	29	39,186
BNP Paribas SA		
2.871%, 04/19/2032(a)	200	202,622
CIT Group, Inc.		
5.25%, 03/07/2025	56	61,536
Citigroup, Inc.		
3.98%, 03/20/2030	37	40,815
4.075%, 04/23/2029	52	57,336
5.95%, 01/30/2023(b)	55	56,691
Series W		
4.00%, 12/10/2025(b)	37	37,244
Citizens Financial Group, Inc.		
4.30%, 12/03/2025	99	107,649
Credit Suisse Group AG		
3.80%, 06/09/2023	265	274,680

		Principal Amount (000)	U.S. $ Value
Fifth Third Bancorp			
Series L			
4.50%, 09/30/2025(b)	U.S.$	24	$ 25,323
Goldman Sachs Group, Inc. (The)			
2.383%, 07/21/2032		19	18,709
2.615%, 04/22/2032		78	78,396
Series V			
4.125%, 11/10/2026(b)		28	28,394
JPMorgan Chase & Co.			
2.58%, 04/22/2032		116	117,445
Series I			
3.599% (LIBOR 3 Month + 3.47%), 04/30/2022(b)(c)		36	36,095
Series V			
3.534% (LIBOR 3 Month + 3.32%), 04/01/2022(b)(c)		18	18,009
Series Z			
3.932% (LIBOR 3 Month + 3.80%), 02/01/2022(b)(c)		51	51,070
Morgan Stanley			
Series G			
3.772%, 01/24/2029		82	89,285
Series H			
3.734% (LIBOR 3 Month + 3.61%), 01/18/2022(b) (c)		10	10,004
Santander Holdings USA, Inc.			
4.40%, 07/13/2027		41	45,056
Standard Chartered PLC			
1.639% (LIBOR 3 Month + 1.51%), 01/30/2027(a)(b)(c)		100	96,320
Truist Financial Corp.			
Series Q			
5.10%, 03/01/2030(b)		81	90,637
US Bancorp			
Series J			
5.30%, 04/15/2027(b)		63	67,968
Wells Fargo & Co.			
2.188%, 04/30/2026		62	63,171
3.584%, 05/22/2028		20	21,507
Series BB			
3.90%, 03/15/2026(b)		33	33,762
			2,267,939
BROKERAGE–0.3%			
Charles Schwab Corp. (The)			
Series G			
5.375%, 06/01/2025(b)		44	47,993
Series I			
4.00%, 06/01/2026(b)		72	73,651
			121,644
FINANCE–1.5%			
Air Lease Corp.			
2.10%, 09/01/2028		23	22,242
2.875%, 01/15/2026		7	7,219
3.625%, 04/01/2027		8	8,420
Aircastle Ltd.			
2.85%, 01/26/2028(a)		88	88,648
4.125%, 05/01/2024	U.S.$	18	$ 18,829
4.25%, 06/15/2026		7	7,505
5.25%, 08/11/2025(a)		47	51,673
Aviation Capital Group LLC			
1.95%, 01/30/2026-09/20/2026(a)		62	60,549
3.50%, 11/01/2027(a)		17	17,521
4.125%, 08/01/2025(a)		2	2,114
4.375%, 01/30/2024(a)		14	14,691
4.875%, 10/01/2025(a)		20	21,654
5.50%, 12/15/2024(a)		46	50,348
Synchrony Financial			
2.875%, 10/28/2031		53	52,864
4.50%, 07/23/2025		81	87,568
			511,845
INSURANCE–0.9%			
Alleghany Corp.			
3.625%, 05/15/2030		95	103,055
Centene Corp.			
2.625%, 08/01/2031		21	20,658
Nationwide Mutual Insurance Co.			
9.375%, 08/15/2039(a)		35	60,474
Prudential Financial, Inc.			
5.875%, 09/15/2042		83	84,889
Voya Financial, Inc.			
5.65%, 05/15/2053		31	32,235
			301,311
REITs–0.7%			
Digital Realty Trust LP			
3.60%, 07/01/2029		56	60,840
GLP Capital LP/GLP Financing II, Inc.			
3.25%, 01/15/2032		45	45,230
Host Hotels & Resorts LP			
Series			
4.00%, 06/15/2025		39	41,385
Series I			
3.50%, 09/15/2030		7	7,188
Series J			
2.90%, 12/15/2031		22	21,278
Vornado Realty LP			
3.40%, 06/01/2031		77	79,348
			255,269
			3,458,008
UTILITY–0.4%			
ELECTRIC–0.3%			
Duke Energy Carolinas NC Storm Funding LLC			
Series A-2			
2.617%, 07/01/2041		34	34,196
Entergy Corp.			
1.90%, 06/15/2028		81	79,431
			113,627

		Principal Amount (000)	U.S. $ Value
OTHER UTILITY–0.1%			
American Water Capital Corp. 3.45%, 06/01/2029	U.S.$	17	$ 18,350
			131,977
Total Corporates–Investment Grade (cost $8,380,667)			8,640,396
GOVERNMENTS–TREASURIES–19.6%			
MALAYSIA–0.3%			
Malaysia Government Bond Series 117 3.882%, 03/10/2022	MYR	474	114,210
UNITED STATES–19.3%			
U.S. Treasury Bonds			
1.75%, 08/15/2041		1,218	1,184,310
1.875%, 02/15/2051		382	379,871
2.00%, 11/15/2041-08/15/2051		654	669,022
2.375%, 05/15/2051		15	16,756
5.375%, 02/15/2031		244	325,681
U.S. Treasury Notes			
0.125%, 08/31/2022(d)		883	882,572
0.375%, 09/15/2024		493	486,046
0.875%, 09/30/2026-11/15/2030		825	801,046
1.125%, 10/31/2026		74	73,362
1.25%, 11/30/2026-08/15/2031		1,359	1,337,112
1.375%, 11/15/2031		192	190,235
1.625%, 05/15/2026		391	398,087
			6,744,100
Total Governments–Treasuries (cost $6,797,932)			6,858,310
COMMERCIAL MORTGAGE-BACKED SECURITIES–17.6%			
NON-AGENCY FIXED RATE CMBS–14.0%			
BAMLL Commercial Mortgage Securities Trust Series 2013-WBRK, Class D 3.534%, 03/10/2037(a)		110	100,089
Banc of America Commercial Mortgage Trust Series 2015-UBS7, Class AS 3.989%, 09/15/2048		100	106,288
CCUBS Commercial Mortgage Trust Series 2017-C1, Class A4 3.544%, 11/15/2050		155	167,347
CFCRE Commercial Mortgage Trust			
Series 2016-C4, Class A4 3.283%, 05/10/2058		115	120,847
Series 2016-C4, Class AM 3.691%, 05/10/2058		45	47,499
CGRBS Commercial Mortgage Trust Series 2013-VN05, Class A 3.369%, 03/13/2035(a)		260	265,053

		Principal Amount (000)	U.S. $ Value
Citigroup Commercial Mortgage Trust			
Series 2015-GC27, Class A5 3.137%, 02/10/2048	U.S.$	144	$ 149,699
Series 2015-GC35, Class A4 3.818%, 11/10/2048		55	58,965
Series 2016-C1, Class A4 3.209%, 05/10/2049		192	202,295
Series 2016-GC36, Class A5 3.616%, 02/10/2049		65	69,312
Commercial Mortgage Trust			
Series 2013-SFS, Class A1 1.873%, 04/12/2035(a)		20	19,991
Series 2014-UBS3, Class A4 3.819%, 06/10/2047		130	136,750
Series 2014-UBS5, Class A4 3.838%, 09/10/2047		130	137,216
Series 201-4UBS6,Class AM 4.048%, 12/10/2047		45	47,483
Series 2015-CR24, Class A5 3.696%, 08/10/2048		65	69,126
Series 2015-DC1, Class A5 3.35%, 02/10/2048		80	83,867
CSAIL Commercial Mortgage Trust			
Series 2015-C2, Class A4 3.504%, 06/15/2057		100	105,410
Series 2015-C3, Class A4 3.718%, 08/15/2048		117	123,911
Series 2015-C4, Class A4 3.808%, 11/15/2048		215	230,113
GS Mortgage Securities Trust			
Series 2013-G1, Class A2 3.557%, 04/10/2031(a)		136	135,236
Series 2014-GC22, Class A5 3.862%, 06/10/2047		77	81,075
Series 2015-GC28, Class A5 3.396%, 02/10/2048		95	99,602
Series 2018-GS9, Class A4 3.992%, 03/10/2051		75	83,233
GSF			
Series 2021-1, Class A1 1.433%,08/15/2026(e)(f)		23	22,286
Series 2021-1, Class A2 2.435%,08/15/2026(e)(f)		46	46,590
Series 2021-1, Class AS 2.638%, 08/15/2026(e)(f)		4	4,024
JPMBB Commercial Mortgage Securities Trust			
Series 2014-C21, Class A5 3.775%, 08/15/2047		100	105,292
Series 2014-C22, Class XA 0.823%, 09/15/2047(g)		2,434	43,434
Series 2014-C24, Class C 4.385%, 11/15/2047		110	106,343
Series 2015-C30, Class A5 3.822%, 07/15/2048		65	69,649

	Principal Amount (000)	U.S. $ Value
Series 2015-C31, Class A3 3.801%, 08/15/2048	U.S.$ 194	$ 206,441
JPMorgan Chase Commercial Mortgage Securities Trust Series 2012-C6, Class D 5.122%, 05/15/2045	110	107,483
Series 2012-C6, Class E 5.122%, 05/15/2045(a)	132	92,111
LB-UBS Commercial Mortgage Trust Series 2006-C6, Class AJ 5.452%, 09/15/2039	14	6,307
LSTAR Commercial Mortgage Trust Series 2016-4, Class A2 2.579%, 03/10/2049(a)	136	137,402
Morgan Stanley Capital I Trust Series 2016-UB12, Class A4 3.596%, 12/15/2049	100	107,353
UBS Commercial Mortgage Trust Series 2018-C8, Class A4 3.983%, 02/15/2051	100	110,686
Series 2018-C9, Class A4 4.117%, 03/15/2051	125	138,037
Series 2018-C10, Class A4 4.313%, 05/15/2051	125	140,104
UBS-Barclays Commercial Mortgage Trust Series 2012-C4, Class A5 2.85%, 12/10/2045	112	112,900
Series 2012-C4, Class C 4.31%, 12/10/2045(a)	90	89,467
Wells Fargo Commercial Mortgage Trust Series 2015-SG1, Class A4 3.789%, 09/15/2048	94	98,695
Series 2016-C35, Class XA 1.888%, 07/15/2048(g)	857	59,330
Series 2016-LC25, Class C 4.341%, 12/15/2059	85	88,369
Series 2016-NXS6, Class C 4.392%, 11/15/2049	100	104,678
WF-RBS Commercial Mortgage Trust Series 2013-C11, Class XA 1.13%, 03/15/2045(a)(g)	999	8,351
Series 2014-C19, Class A5 4.101%, 03/15/2047	130	136,689
Series 2014-C24, Class AS 3.931%, 11/15/2047	110	114,505
		4,896,933
NON–AGENCY FLOATING RATE CMBS–3.6%		
Atrium Hotel Portfolio Trust Series 2018-ATRM, Class A 1.06% (LIBOR 1 Month + 0.95%), 06/15/2035(a)(c)	100	99,810
BAMLL Commercial Mortgage Securities Trust Series 2017-SCH, Class AF 1.11% (LIBOR 1 Month + 1.00%), 11/15/2033 (a)(c)	U.S.$ 185	$ 184,430
BBCMS Mortgage Trust Series 2020-BID, Class A 2.25% (LIBOR 1 Month + 2.14%), 10/15/2037(a)(c)	71	71,199
BCP Trust Series 2021-330N, Class A 0.909% (LIBOR 1 Month + 0.80%) , 06/15/2038(a)(c)	21	20,687
BFLD Trust Series 2021-FPM, Class A 1.71% (LIBOR 1 Month + 1.60%), 06/15/2038(a)(c)	113	112,932
BHMS Series 2018-ATLS, Class A 1.36% (LIBOR 1 Month + 1.25%), 07/15/2035(a)(c)	81	80,997
BX Trust Series 2018-EXCL, Class A 1.198% (LIBOR 1 Month + 1.09%), 09/15/2037(a)(c)	78	77,891
CLNY Trust Series 2019-IKPR, Class D 2.135% (LIBOR 1 Month + 2.03%), 11/15/2038(a)(c)	65	64,511
DBWF Mortgage Trust Series 2018-GLKS, Class A 1.134% (LIBOR 1 Month + 1.03%), 12/19/2030(a)(c)	100	99,759
Federal Home Loan Mortgage Corp. Series 2021-MN1, Class M1 2.05% (SOFR + 2.00%), 01/25/2051(a)(c)	18	17,892
Great Wolf Trust Series 2019-WOLF, Class A 1.144% (LIBOR 1 Month + 1.03%), 12/15/2036(a)(c)	111	110,865
GS Mortgage Securities Corp. Trust Series 2019-BOCA,Class A 1.31% (LIBOR 1 Month + 1.20%), 06/15/2038(a)(c)	115	114,929
Series 2019-SMP, Class A 1.26% (LIBOR 1 Month + 1.15%), 08/15/2032(a) (c)	100	99,878
Invitation Homes Trust Series 2018-SFR2, Class C 1.39% (LIBOR 1 Month + 1.28%), 06/17/2037(a)(c)	100	99,889
		1,255,669
Total Commercial Mortgage-Backed Securities (cost $6,099,583)		6,152,602

		Principal Amount (000)	U.S. $ Value
MORTGAGE PASS–THROUGHS–12.6%			
AGENCY FIXED RATE 30-YEAR–11.0%			
Federal Home Loan Mortgage Corp.			
Series 2019 3.50%, 10/01/2049-11/01/2049	U.S.$	138	$ 146,800
Series 2020 3.50%, 01/01/2050		75	81,187
Federal Home Loan Mortgage Corp. Gold			
Series 2005 5.50%, 01/01/2035		36	40,491
Series 2007 5.50%, 07/01/2035		12	13,579
Series 2016 4.00%, 02/01/2046		98	105,902
Series 2017 4.00%, 07/01/2044		67	72,581
Series 2018 4.50%, 10/01/2048-11/01/2048		131	141,896
5.00%, 11/01/2048		34	37,626
Federal National Mortgage Association			
Series 2003 5.50%, 04/01/2033-07/01/2033		35	39,043
Series 2004 5.50%, 04/01/2034-11/01/2034		31	35,090
Series 2005 5.50%, 02/01/2035		36	40,296
Series 2010 4.00%, 12/01/2040		43	46,424
Series 2012 3.50%, 02/01/2042-01/01/2043		138	149,110
Series 2013 3.50%, 04/01/2043		65	70,578
4.00%, 10/01/2043		171	185,538
Series 2018 3.50%, 04/01/2048-05/01/2048		497	530,567
4.50%, 09/01/2048		108	117,117
Series 2019 3.50%, 09/01/2049-11/01/2049		233	248,021
Series 2020 3.50%, 01/01/2050		67	72,068
Government National Mortgage Association			
Series 1994 9.00%, 09/15/2024		0**	181
Series 2016 3.00%, 04/20/2046		73	76,921
Uniform Mortgage-Backed Security			
Series 2022 2.00%, 01/01/2052, TBA		415	414,222
2.50%, 01/01/2052, TBA		1,162	1,186,874
			3,852,112
AGENCY FIXED RATE 15-Year–1.6%			
Federal National Mortgage Association Series 2016 2.50%, 07/01/2031-01/01/2032	U.S.$	538	$ 558,261
Total Mortgage Pass-Throughs (cost $4,286,461)			4,410,373
COLLATERALIZED MORTGAGE OBLIGATIONS – 9.9%			
RISK SHARE FLOATING RATE–6.8%			
Bellemeade Re Ltd.			
Series 2018-3A, Class M1B 1.953% (LIBOR 1 Month + 1.85%), 10/25/2028(a)(c)		82	81,858
Series 2019-4A, Class M1B 2.102% (LIBOR 1 Month + 2.00%), 10/25/2029(a)(c)		150	150,000
Series 2020-4A, Class M2A 2.702% (LIBOR 1 Month + 2.60%), 06/25/2030(a)(c)		7	7,359
Connecticut Avenue Securities Trust			
Series 2018-R07, Class 1M2 2.502% (LIBOR 1 Month + 2.40%), 04/25/2031(a)(c)		10	9,673
Series 2019-R02, Class 1M2 2.403% (LIBOR 1 Month + 2.30%), 08/25/2031(a)(c)		11	11,190
Series 2019-R03, Class 1M2 2.253% (LIBOR 1 Month + 2.15%), 09/25/2031(a)(c)		18	18,498
Series 2019-R04, Class 2M2 2.202% (LIBOR 1 Month + 2.10%), 06/25/2039(a)(c)		8	8,236
Series 2019-R05, Class 1M2 2.103% (LIBOR 1 Month + 2.00%), 07/25/2039(a)(c)		7	7,191
Series 2019-R06, Class 2M2 2.202% (LIBOR 1 Month + 2.10%), 09/25/2039(a)(c)		20	19,550
Series 2019-R07, Class 1M2 2.203% (LIBOR 1 Month + 2.10%), 10/25/2039(a)(c)		25	24,890
Series 2020-R01, Class 1M2 2.153% (LIBOR 1 Month + 2.05%), 01/25/2040(a)(c)		64	64,056
Series 2020-R02, Class 2M2 2.103% (LIBOR 1 Month + 2.00%), 01/25/2040(a)(c)		53	52,674
Series 2021-R01, Class 1M2 1.60% (SOFR + 1.55%), 10/25/2041(a)(c)		107	107,482
Series 2021-R03, Class 1M2 1.70%, 12/25/2041(a)(c)		27	26,845

		Principal Amount (000)	U.S. $ Value
Eagle Re Ltd.			
Series 2020-1, Class M1A 1.002% (LIBOR 1 Month + 0.90%), 01/25/2030 (a)(c)	U.S.$	150	$ 149,193
Federal Home Loan Mortgage Corp. Structured Agency Credit Risk Debt Notes			
Series 2019-DNA3, Class M2 2.153% (LIBOR 1 Month + 2.05%), 07/25/2049(a)(c)		75	75,332
Series 2019-DNA4, Class M2 2.053% (LIBOR 1 Month + 1.95%), 10/25/2049(a)(c)		27	26,716
Series 2019-FTR2, Class M2 2.252% (LIBOR 1 Month + 2.15%), 11/25/2048(a)(c)		115	114,598
Series 2019-HQA1, Class M2 2.453% (LIBOR 1 Month + 2.35%), 02/25/2049(a)(c)		65	65,687
Series 2020-DNA1, Class M2 1.803% (LIBOR 1 Month + 1.70%), 01/25/2050(a)(c)		44	44,554
Series 2020-DNA5, Class M2 2.85% (SOFR + 2.80%), 10/25/2050(a)(c)		50	49,983
Series 2021-DNA3, Class B1 3.55% (SOFR + 3.50%), 10/25/2033(a)(c)		71	73,510
Series 2021-HQA4, Class M2 2.40% (SOFR + 2.35%), 12/25/2041(a)(c)		56	56,503
Federal National Mortgage Association Connecticut Avenue Securities			
Series 2014-C04, Class 1M2 5.003% (LIBOR 1 Month + 4.90%), 11/25/2024(c)		34	35,802
Series 2014-C04, Class 2M2 5.103% (LIBOR 1 Month + 5.00%), 11/25/2024(c)		6	6,483
Series 2015-C02, Class 1M2 4.103% (LIBOR 1 Month + 4.00%), 05/25/2025(c)		25	25,078
Series 2015-C02, Class 2M2 4.103% (LIBOR 1 Month + 4.00%), 05/25/2025(c)		3	2,860
Series 2015-C03, Class 1M2 5.103% (LIBOR 1 Month + 5.00%), 07/25/2025(c)		26	27,210
Series 2015-C03, Class 2M2 5.103% (LIBOR 1 Month + 5.00%), 07/25/2025(c)		3	3,095
Series 2015-C04, Class 1M2 5.803% (LIBOR 1 Month + 5.70%), 04/25/2028(c)		65	68,059
Series 2016-C01, Class 1M2 6.853% (LIBOR 1 Month + 6.75%), 08/25/2028(c)		71	74,565
Series 2016-C02, Class 1M2 6.103% (LIBOR 1 Month + 6.00%), 09/25/2028(c)	U.S.$	49	$ 51,009
Series 2016-C05, Class 2M2 4.553% (LIBOR 1 Month + 4.45%), 01/25/2029(c)		50	51,286
Series 2016-C06, Class 1M2 4.353% (LIBOR 1 Month + 4.25%), 04/25/2029(c)		82	84,606
Series 2017-C01, Class 1M2 3.653% (LIBOR 1 Month + 3.55%), 07/25/2029(c)		67	68,624
Series 2017-C04, Class 2M2 2.953% (LIBOR 1 Month + 2.85%), 11/25/2029(c)		38	38,472
Series 2021-R02, Class 2B1 3.35% (SOFR+ 3.30%), 11/25/2041 (a)(c)		48	48,322
PMT Credit Risk Transfer Trust			
Series 2019-1R, Class A 2.102% (LIBOR 1 Month + 2.00%), 03/27/2024(a)(c)		31	30,929
2.852% (LIBOR 1 Month + Series 2019-2R, Class A 2.75%), 05/27/2023(a)(c)		44	43,459
Series 2019-3R, Class A 2.802% (LIBOR 1 Month + 2.70%), 10/27/2022(a)(c)		22	22,442
Radnor Re Ltd.			
Series 2020-1, Class M1A 1.052% (LIBOR 1 Month + 0.95%), 01/25/2030(a) (c)		150	148,905
Series 2020-1, Class M2A 2.102% (LIBOR 1 Month + 2.00%), 01/25/2030(a)(c)		150	146,572
STACR Trust			
Series 2018-DNA3, Class M2 2.203% (LIBOR 1 Month + 2.10%), 09/25/2048 (a)(c)		31	30,915
Traingle Re Ltd.			
Series 2020-1, Class M1B 4.002% (LIBOR 1 Month + 3.90%), 10/25/2030 (a)(c)		100	99,603
Wells Far go Credit Risk Transfer Securities Trust			
Series 2015-WF1, Class 1M2 5.353% (LIBOR 1 Month + 5.25%), 11/25/2025(c)(f)		15	14,464
Series 2015-WF1, Class 2M2 5.603% (LIBOR 1 Month + 5.50%), 11/25/2025(c)(f)		6	5,917
			2,374,255

		Principal Amount (000)	U.S. $ Value
NON-AGENCY FIXED RATE–1.6%			
Alternative Loan Trust			
Series 2005-20CB, Class 3A6 5.50%, 07/25/2035	U.S.$	10	$ 8,374
Series 2006-24CB, Class A16 5.75%, 08/25/2036		47	35,170
Series 2006-28CB, Class A14 6.25%, 10/25/2036		34	24,344
Series 2006-J1, Class 1A13 5.50%, 02/25/2036		21	18,722
Bayview MSR Opportunity Master Fund Trust Series 2021-2, Class A2 2.50%, 06/25/2051(a)		94	93,990
Chase Mortgage Finance Trust Series 2007-S5, Class 1A17 6.00%, 07/25/2037		16	10,709
CIM Trust Series 2021-INV1, Class A2 2.50%, 07/01/2051(a)		95	94,419
Countrywide Home Loan Mortgage Pass-Through Trust			
Series 2006-10, Class 1A8 6.00%, 05/25/2036		20	13,115
Series 2006-13, Class 1A19 6.25%, 09/25/2036		11	6,933
First Horizon Alternative Mortgage Securities Trust Series 2006-FA3, Class A9 6.00%, 07/25/2036		35	22,611
JPMorgan Alternative Loan Trust Series 2006-A3, Class 2A1 3.159%, 07/25/2036		64	54,880
New Residential Mortgage Loan Trust Series 2021-INV1, Class A2 2.50%, 06/25/2051(a)		96	96,312
United Wholesale Mortgage Trust Series 2021-INV1, Class A3 2.50%, 08/25/2051(a)		72	71,894
			551,473
AGENCY FLOATING RATE – 0.8%			
Federal Home Loan Mortgage Corp. REMICs			
Series 4981, Class HS 5.998% (6.10%–LIBOR 1 Month), 06/25/2050(c)(h)		287	45,779
Federal National Mortgage Association REMICs			
Series 2011-131, Class ST 6.438% (6.54%–LIBOR 1 Month), 12/25/2041(c)(h)	U.S.$	85	$ 15,912
Series 2015-90, Class SL 6.048% (6.15%–LIBOR 1 Month), 12/25/2045(c)(h)		169	33,004
Series 2016-77, Class DS 5.898% (6.00%–LIBOR 1 Month), 10/25/2046(c)(h)		132	22,750
Series 2017-26, Class TS 5.848% (5.95%7–LIBOR 1 Month), 04/25/2047(c)(h)		165	30,870
Series 2017-62, Class AS 6.048% (6.15%–LIBOR 1 Month), 08/25/2047(c)(h)		152	26,332
Series 2017-81, Class SA 6.098% (6.20%–LIBOR 1 Month), 10/25/2047(c)(h)		168	31,885
Series 2017-97, Class LS 6.098% (6.20%–LIBOR 1 Month), 12/25/2047(c)(h)		186	36,498
Government National Mortgage Association			
Series 2017-134, Class SE 6.096% (6.20%–LIBOR 1 Month), 09/20/2047(c)(h)		98	15,510
Series 2017-65, Class ST 6.046% (6.15%–LIBOR 1 Month), 04/20/2047(c)(h)		153	27,570
			286,110
AGENCY FIXED RATE–0.5%			
Federal Home Loan Mortgage Corp. REMICs			
Series 5015, Class BI 4.00%, 09/25/2050(g)		180	30,571
Series 5049, Class CI 3.50%, 12/25/2050(g)		191	25,883
Federal National Mortgage Association Grantor Trust Series 2004-T5, Class AB4 0.632%, 05/28/2035		50	48,515
Federal National Mortgage Association REMICs Series 2020-89, Class KI 4.00%, 12/25/2050 (g)		382	56,988
			161,957
NON-AGENCY FLOATING RATE–0.2%			
Deutsche Alt-A Securities Mortgage Loan Trust Series 2006-AR4, Class A2 0.482% (LIBOR 1 Month + 0.38%), 12/25/2036 (c)		95	44,018

		Principal Amount (000)	U.S. $ Value
HomeBanc Mortgage Trust Series 2005-1, Class A1 0.602% (LIBOR 1 Month + 0.50%), 03/25/2035(c)	U.S.$	21	$ 18,862
			62,880
Total Collateralized Mortgage Obligations (cost $3,510,170)			3,436,675
ASSET-BACKED SECURITIES–5.5%			
OTHER ABS–FIXED RATE 3.7%			
AB Issuer LLC Series 2021-1, Class A2 3.734%, 07/30/2051(a)(e)		80	79,439
Affirm Asset Securitization Trust Series 2020-A, Class A 2.10%, 02/18/2025(a)		100	100,242
Series 2021-A, Class C 1.66%, 08/15/2025(a)		100	100,221
Series 2021-Z1, Class A 1.07%, 08/15/2025(a)		69	69,062
Atalaya Equipment Leasing Trust Series 2021-1A, Class C 2.69%, 06/15/2028(a)		100	99,697
College Ave Student Loans Series 2021-C, Class C 3.06%, 07/26/2055(a)		100	100,091
Conn's Receivables Funding Series 2021-A, Class A 1.05%, 05/15/2026(a)		100	100,041
Diamond Issuer Series 2021-1A, Class B 2.701%, 11/20/2051(a)		63	62,100
Domino's Pizza Master Issuer LLC Series 2021-1A, Class A2I 2.662%, 04/25/2051(a)		50	49,959
GCI Funding I LLC Series 2021-1, Class A 2.38%, 06/18/2046(a)(e)		94	94,166
Hardee's Funding LLC Series 2018-1A, Class A23 5.71%, 06/20/2048(a)		36	40,127
Series 2020-1A, Class A2 3.981%, 12/20/2050(a)		84	88,425
MVW Series 2021-2A, Class C 2.23%, 05/20/2039(a)		104	103,393
Neighborly Issuer LLC Series 2021-1A, Class A2 3.584%, 04/30/2051(a)		33	33,259
Nelnet Student Loan Trust Series 2021-BA, Class B 2.68%, 04/20/2062(a)		100	99,700
SEB Funding LLC Series 2021-1A, Class A2 4.969%, 01/30/2052(a)		76	75,567
			1,295,489
AUTOS–FIXED RATE–1.6%			
Avis Budget Rental Car Funding AESOP LLC Series 2018-2A, Class A 4.00%, 03/20/2025(a)	U.S.$	105	$ 110,688
Carvana Auto Receivables Trust Series 2021-N3, Class C 1.02%, 06/12/2028		33	32,664
CPS Auto Receivables Trust Series 2021-C, Class D 1.69%, 06/15/2027(a)		100	98,748
Exeter Automobile Receivables Trust Series 2017-3A, Class C 3.68%, 07/17/2023(a)		20	20,003
FHF Trust Series 2021-2A, Class A 0.83%, 12/15/2026(a)		32	31,528
First Investors Auto Owner Trust Series 2020-1A, Class A 1.49%, 01/15/2025(a)		6	6,396
Ford Credit Auto Owner Trust Series 2021-1, Class D 2.31%, 10/17/2033(a)		150	148,110
LAD Auto Receivables Trust Series 2021-1A, Class C 2.35%, 04/15/2027(a)		94	93,699
			541,836
CREDIT CARDS–FIXED RATE–0.2%			
World Financial Network Credit Card Master Trust Series 2019-B, Class M 3.04%, 04/15/2026		80	80,909
Total Asset-Backed Securities (cost $1,913,290)			1,918,234
CORPORATES–NON-INVESTMENT GRADE–5.2%			
INDUSTRIAL–3.2%			
BASIC–0.3%			
Ingevity Corp. 3.875%, 11/01/2028(a)		65	63,383
Sealed Air Corp. 4.00%, 12/01/2027(a)		47	49,028
			112,411
CAPITAL GOODS–0.3%			
GFL Environmental, Inc. 3.50%, 09/01/2028(a)		37	36,447
TransDigm, Inc. 6.25%, 03/15/2026(a)		50	51,956
			88,403
COMMUNICATIONS–MEDIA–0.6%			
Cable One, Inc. 4.00%, 11/15/2030(a)		37	36,482

		Principal Amount (000)	U.S. $ Value
CCO Holdings LLC/CCO Holdings Capital Corp. 4.50%, 08/15/2030-06/01/2033(a)	U.S.$	75	$ 76,649
DISH DBS Corp. 5.75%, 12/01/2028(a)		36	36,360
Sirius XM Radio, Inc. 4.00%, 07/15/2028(a)		57	57,385
			206,876
COMMUNICATIONS–TELECOMMUNICATIONS–0.2%			
Lumen Technologies, Inc. 4.50%, 01/15/2029(a)		60	58,184
CONSUMER CYCLICAL–AUTOMOTIVE–0.4%			
ZF Finance GmbH 3.75%, 09/21/2028(a)	EUR	100	122,673
CONSUMER CYCLICAL–ENTERTAINMENT–0.4%			
Carnival Corp. 4.00%, 08/01/2028(a)	U.S.$	56	55,593
Mattel, Inc. 3.75%, 04/01/2029(a)		21	21,805
Royal Caribbean Cruises Ltd. 11.50%, 06/01/2025(a)		44	49,443
			126,841
CONSUMER CYCLICAL–RESTAURANTS–0.2%			
1011778 BC ULC/New Red Finance, Inc. 3.50%, 02/15/2029(a)		77	76,227
CONSUMER CYCLICAL–RETAILERS–0.1%			
Levi Strauss & Co. 3.50%, 03/01/2031(a)		42	42,828
CONSUMER NON-CYCLICAL–0.3%			
Albertsons Cos., Inc./Safeway, Inc./New Albertsons LP /Albertsons LLC 3.50%, 03/15/2029(a)		41	41,031
Mozart Debt Merger Sub, Inc. 3.875%, 04/01/2029(a)		50	49,826
Newell Brands, Inc. 4.70%, 04/01/2026		26	28,358
			119,215
ENERGY–0.1%			
Transocean Poseidon Ltd. 6.875%, 02/01/2027(a)		33	32,012
TRANSPORTATION–AIRLINES–0.3%			
Deutsche Lufthansa AG 3.00%, 05/29/2026(a)	EUR	100	113,694
			1,099,364
FINANCIAL INSTITUTIONS–1.8%			
BANKING–1.6%			
Banco Santander SA 7.50%, 02/08/2024(a)(b)	U.S.$	200	215,428
Credit Suisse Group AG 7.50%, 07/17/2023(a)(b)		200	210,880
Discover Financial Services Series D 6.125%, 06/23/2025(b)	U.S.$	127	$ 139,536
			565,844
FINANCE–0.2%			
SLM Corp. 4.20%, 10/29/2025		68	71,223
			637,067
UTILITY–0.2%			
ELECTRIC–0.2%			
Vistra Corp. 7.00%, 12/15/2026(a)(b)		25	25,365
Vistra Operations Co. LLC 4.375%, 05/01/2029(a)		58	58,219
			83,584
Total Corporates–Non-investment Grade (cost $1,791,473)			1,820,015
INFLATION-LINKED SECURITIES–3.1%			
CANADA–0.6%			
Canadian Government Real Return Bond 1.50%, 12/01/2044	CAD	208	226,254
UNITED STATES–2.5%			
U.S. Treasury Inflation Index 0.125%, 01/15/2031 (TIPS)	U.S.$	85	95,123
0.375%, 01/15/2027 (TIPS)		692	761,589
			856,712
Total Inflation-linked Securities (cost $1,071,736)			1,082,966
LOCAL GOVERNMENTS–US MUNICIPAL BONDS–1.7%			
UNITED STATES–1.7%			
Port Authority of New York & New Jersye Series 2020-A 1.086%, 07/01/2023		50	50,267
State Board of Administration Finance Corp. Series 2020-A 1.705%, 07/01/2027		80	79,800
State of California Series 2010 7.625%, 03/01/2040		200	331,253
Tobacco Settlement Finance Authority/WV Series 2020 3.00%, 06/01/2035		46	47,315
University of California Series 2021-B 3.071%, 05/15/2051		75	75,631
Total Local Governments–US Municipal Bonds (cost $453,293)			584,266

		Principal Amount (000)	U.S. $ Value
EMERGING MARKETS–CORPORATE BONDS–0.3%			
INDUSTRIAL–0.3%			
BASIC–0.1%			
Volcan Cia Minera SAA 4.375%, 02/11/2026(a)	U.S.$	19	$ 18,333
CAPITAL GOODS–0.2%			
Embraer Netherlands Finance BV 5.40%, 02/01/2027		85	88,559
			106,892
UTILITY–0.0%			
ELECTRIC–0.0%			
Terraform Global Operating LLC 6.125%, 03/01/2026(f)		5	5,108
Total Emerging Markets–Corporate Bonds (cost $109,100)			112,000
SHORT-TERM INVESTMENTS–4.8%			
U.S. TREASURY BILLS–3.9%			
U.S. Treasury Bill Zero Coupon 01/06/2022-09/08/2022 (cost $1,369,829)		1,370	1,369,538

	Shares	U.S. $ Value
INVESTMENT COMPANIES–0.9%		
AB Fixed Income Shares, Inc.– Government Money Market Portfolio–Class AB, 0.01%(i)(j)(k) (cost $313,732)	313,732	$ 313,732
Total Short-Term Investments (cost $1,683,561)		1,683,270
TOTAL INVESTMENTS–105.0% (cost $36,097,266)		36,699,107
Other assets less liabilities–(5.0)%		(1,758,427)
NET ASSETS–100.0%		$ 34,940,680

FUTURES (see Note D)

Description	Number of Contracts	Expiration Month	Current Notional	Value and Unrealized Appreciation/ (Depreciation)
Purchased Contracts				
U.S. 10 Yr Ultra Futures	1	March 2022	$ 146,437	$ 45
U.S. T-Note 2 Yr (CBT) Futures	8	March 2022	1,745,375	(4,408)
U.S. T-Note 5 Yr (CBT) Futures	3	March 2022	362,930	(35)
U.S. Ultra Bond (CBT) Futures	11	March 2022	2,168,375	54,297
				$ 49,899

FORWARD CURRENCY EXCHANGE CONTRACTS (see Note D)

Counterparty	Contracts to Deliver (000)		In Exchange For (000)		Settlement Date	Unrealized Appreciation/ (Depreciation)
Citibank, NA	USD	361	RUB	26,970	03/02/2022	$ (4,496)
Goldman Sachs Bank USA	MYR	497	USD	117	06/16/2022	(1,500)
Morgan Stanley Capital Services, Inc.	AUD	953	USD	704	02/08/2022	11,149
Morgan Stanley Capital Services, Inc.	CAD	1,146	USD	911	02/10/2022	4,546
State Street Bank & Trust Co.	SEK	3,094	USD	354	01/20/2022	11,110
State Street Bank & Trust Co.	SEK	323	USD	35	01/20/2022	(205)
State Street Bank & Trust Co.	USD	41	SEK	354	01/20/2022	(2,153)
State Street Bank & Trust Co.	AUD	63	USD	45	02/08/2022	(1,053)
State Street Bank & Trust Co.	USD	27	AUD	38	02/08/2022	112
State Street Bank & Trust Co.	EUR	63	USD	72	02/10/2022	1,130
State Street Bank & Trust Co.	EUR	210	USD	237	02/10/2022	(2,453)
State Street Bank & Trust Co.	USD	72	EUR	64	02/10/2022	581
						$ 16,768

CENTRALLY CLEARED CREDIT DEFAULT SWAPS (see Note D)

Description	Fixed Rate (Pay) Receive	Payment Frequency	Implied Credit Spread at December 31, 2021	Notional Amount (000)		Market Value	Upfront Premiums Paid/ (Received)	Unrealized Appreciation/ (Depreciation)
Sale Contracts								
CDX-NAHY Series 34, 5 Year Index, 06/20/2025*	5.00%	Quarterly	2.48%	USD	104	$ 8,680	$ 4,045	$ 4,635
CDX-NAHY Series 37, 5 Year Index, 12/20/2026*	5.00	Quarterly	2.93	USD	239	22,270	21,616	654
						$ 30,950	$ 25,661	$ 5,289

* Termination date

CENTRALLY CLEARED INFLATION (CPI) SWAPS (see Note D)

Notional Amount (000)		Termination Date	Rate Type		Payment Frequency Paid/ Received	Market Value	Upfront Premiums Paid (Received)	Unrealized Appreciation/ (Depreciation)
			Payments made by the Fund	Payments received by the Fund				
USD	450	09/07/2031	2.519%	CPI#	Maturity	$ 20,283	$ —	$ 20,283

\# Variable interest rate based on the rate of inflation as determined by the Consumer Price Index (CPI).

CENTRALLY CLEARED INTEREST RATE SWAPS (see Note D)

Notional Amount (000)		Termination Date	Rate Type		Payment Frequency Paid/ Received	Market Value	Upfront Premiums Paid/ (Received)	Unrealized Appreciation/ (Depreciation)
			Payments made by the Fund	Payments received by the Fund				
SEK	15,600	08/30/2024	3 Month STIBOR	(0.165)%	Quarterly/Annual	$ (27,658)	$ 10	$ (27,668)
USD	130	09/27/2029	1.593%	3 Month LIBOR	Semi-Annual/ Quarterly	(1,455)	–0–	(1,455)
USD	250	12/13/2029	1.764%	3 Month LIBOR	Semi-Annual/ Quarterly	(5,077)	–0–	(5,077)
CAD	240	03/04/2051	2.333%	3 Month CDOR	Semi-Annual	(9,950)	–0–	(9,950)
						$ (44,140)	$ 10	$ (44,150)

CREDIT DEFAULT SWAPS (see Note D)

Swap Counterparty & Referenced Obligation	Fixed Rate (Pay) Receive	Payment Frequency	Implied Credit Spread at December 31, 2021	Notional Amount (000)		Market Value	Upfront Premiums Paid/ (Received)	Unrealized Appreciation/ (Depreciation)
Buy Contracts								
Citigroup Global Markets, Inc.								
CDX-CMBX.NA.BBB- Series 9, 09/17/2058*	(3.00)%	Monthly	5.83%	USD	7	$ 654	$ 1,379	$ (725)
CDX-CMBX.NA.BBB- Series 9, 09/17/2058*	(3.00)	Monthly	5.83	USD	7	654	1,380	(726)
CDX-CMBX.NA.BBB- Series 9, 09/17/2058*	(3.00)	Monthly	5.83	USD	119	11,116	22,974	(11,858)
CDX-CMBX.NA.BBB- Series 9, 09/17/2058*	(3.00)	Monthly	5.83	USD	128	11,958	25,568	(13,610)
CDX-CMBX.NA.BBB- Series 9, 09/17/2058*	(3.00)	Monthly	5.83	USD	298	27,838	58,055	(30,217)

Swap Counterparty & Referenced Obligation	Fixed Rate (Pay) Receive	Payment Frequency	Implied Credit Spread at December 31, 2021	Notional Amount (000)		Market Value	Upfront Premiums Paid/ (Received)	Unrealized Appreciation/ (Depreciation)
Buy Contracts (continued)								
CDX-CMBX.NA.BBB- Series 9, 09/17/2058*	(3.00)%	Monthly	5.83%	USD	595	$ 55,583	$ 118,102	$ (62,519)
Goldman Sachs International								
CDX-CMBX.NA.BBB- Series 9, 09/17/2058*	(3.00)	Monthly	5.83	USD	51	4,764	8,668	(3,904)
JPMorgan Securities, LLC								
CDX-CMBX.NA.BBB- Series 9, 09/17/2058*	(3.00)	Monthly	5.83	USD	68	6,353	13,443	(7,090)
Morgan Stanley & Co. International PLC								
CDX-CMBX.NA.BBB- Series 9, 09/17/2058*	(3.00)	Monthly	5.83	USD	27	2,522	5,133	(2,611)
CDX-CMBX.NA.BBB- Series 9, 09/17/2058*	(3.00)	Monthly	5.83	USD	54	5,044	10,801	(5,757)
Sale Contracts								
Citigroup Global Markets, Inc.								
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	1	(279)	(153)	(126)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	1	(279)	(123)	(156)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	2	(558)	(230)	(328)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	3	(837)	(363)	(474)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	4	(1,116)	(505)	(611)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	4	(1,116)	(410)	(706)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	5	(1,395)	(545)	(850)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	6	(1,674)	(749)	(925)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	6	(1,674)	(725)	(949)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	7	(1,953)	(994)	(959)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	6	(1,674)	(689)	(985)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	7	(1,952)	(763)	(1,189)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	8	(2,232)	(1,035)	(1,197)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	8	(2,232)	(967)	(1,265)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	9	(2,511)	(960)	(1,551)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	9	(2,511)	(941)	(1,570)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	12	(3,347)	(1,225)	(2,122)

Swap Counterparty & Referenced Obligation	Fixed Rate (Pay) Receive	Payment Frequency	Implied Credit Spread at December 31, 2021	Notional Amount (000)		Market Value	Upfront Premiums Paid/ (Received)	Unrealized Appreciation/ (Depreciation)
Sale Contracts (continued)								
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00%	Monthly	10.00%	USD	14	$ (3,906)	$ (1,493)	$ (2,413)
Credit Suisse International								
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	28	(7,811)	(1,844)	(5,967)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	56	(15,622)	(7,913)	(7,709)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	94	(26,223)	(5,792)	(20,431)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	318	(88,763)	(12,391)	(76,372)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	350	(97,638)	(19,293)	(78,345)
Deutsche Bank AG								
CDX-CMBX.NA.A Series 6, 05/11/2063*	2.00	Monthly	10.00	USD	135	(13,164)	(2,518)	(10,646)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	8	(2,232)	(893)	(1,339)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	8	(2,231)	(437)	(1,794)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	27	(7,532)	(2,940)	(4,592)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	28	(7,811)	(3,051)	(4,760)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	51	(14,227)	(6,121)	(8,106)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	132	(36,824)	(8,812)	(28,012)
Goldman Sachs International								
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	4	(1,116)	(579)	(537)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	4	(1,115)	(341)	(774)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	8	(2,232)	(753)	(1,479)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	8	(2,232)	(696)	(1,536)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	14	(3,905)	(1,710)	(2,195)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	16	(4,463)	(1,645)	(2,818)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	28	(7,811)	(4,359)	(3,452)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	39	(10,880)	(6,159)	(4,721)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	41	(11,438)	(5,315)	(6,123)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD	49	(13,669)	(4,033)	(9,636)

Swap Counterparty & Referenced Obligation	Fixed Rate (Pay) Receive	Payment Frequency	Implied Credit Spread at December 31, 2021	Notional Amount (000)	Market Value	Upfront Premiums Paid/ (Received)	Unrealized Appreciation/ (Depreciation)
Sale Contracts (continued)							
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00%	Monthly	10.00%	USD 57	$ (15,901)	$ (5,784)	$ (10,117)
JPMorgan Securities, LLC							
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD 9	(2,511)	(1,094)	(1,417)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD 18	(5,021)	(2,121)	(2,900)
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD 51	(14,227)	(5,957)	(8,270)
Morgan Stanley Capital Services LLC							
CDX-CMBX.NA.BBB- Series 6, 05/11/2063*	3.00	Monthly	10.00	USD 35	(9,764)	(2,351)	(7,413)
					$ (331,123)	$ 137,731	$ (468,854)

* Termination date

** Principal amount less than 500.

(a) Security is exempt from registration under Rule 144A or Regulation S of the Securities Act of 1933. These securities are considered restricted, but liquid and may be resold in transactions exempt from registration. At December 31, 2021, the aggregate market value of these securities amounted to $9,332,952 or 26.7% of net assets.

(b) Securities are perpetual and, thus, do not have a predetermined maturity date. The date shown, if applicable, reflects the next call date.

(c) Floating Rate Security. Stated interest/floor/ceiling rate was in effect at December 31, 2021.

(d) Position, or a portion thereof, has been segregated to collateralize OTC derivatives outstanding.

(e) Security in which significant unobservable inputs (Level 3) were used in determining fair value.

(f) Security is exempt from registration under Rule 144A or Regulation S of the Securities Act of 1933. These securities, which represent 0.27% of net assets as of December 31, 2021, are considered illiquid and restricted. Additional information regarding such securities follows:

144A/Restricted & Illiquid Securities	Acquisition Date	Cost	Market Value	Percentage of Net Assets
GSF Series 2021-1, Class A1 1.433%, 08/15/2026	02/25/2021	$ 22,472	$ 22,286	0.06%
GSF Series 2021-1, Class A2 2.435%, 08/15/2026	02/25/2021	47,286	46,590	0.13%
GSF Series 2021-1, Class AS 2.638%, 08/15/2026	02/25/2021	4,103	4,024	0.01%
Terraform Global Operating LLC 6.125%, 03/01/2026	02/08/2018	5,000	5,108	0.01%
Wells Fargo Credit Risk Transfer Securities Trust Series 2015-WF1, Class 1M2 5.353%, 11/25/2025	09/28/2015	15,023	14,464	0.04%
Wells Fargo Credit Risk Transfer Securities Trust Series 2015-WF1, Class 2M2 5.603%, 11/25/2025	09/28/2015	5,947	5,917	0.02%

(g) IO—Interest Only.

(h) Inverse interest only security.

(i) Affiliated investments.

(j) To obtain a copy of the fund's shareholder report, please go to the Securities and Exchange Commission's website at www.sec.gov, or call AB at (800) 227-4618.

(k) The rate shown represents the 7-day yield as of period end.

Currency Abbreviations:

AUD—Australian Dollar
CAD—Canadian Dollar
EUR—Euro
MYR—Malaysian Ringgit
RUB—Russian Ruble
SEK—Swedish Krona
USD—United States Dollar

Glossary:

ABS—Asset-Backed Securities
CBT—Chicago Board of Trade
CDOR—Canadian Dealer Offered Rate
CDX-CMBX.NA—North American Commercial Mortgage-Backed Index
CDX-NAHY—North American High Yield Credit Default Swap Index
CMBS—Commercial Mortgage-Backed Securities
CPI—Consumer Price Index
LIBOR—London Interbank Offered Rate
REIT—Real Estate Investment Trust
REMICs—Real Estate Mortgage Investment Conduits
STIBOR—Stockholm Interbank Offered Rate
TBA—To Be Announced
TIPS—Treasury Inflation Protected Security

See notes to financial statements.

ASSETS	
Investments in securities, at value	
Unaffiliated issuers (cost $35,783,534)	$36,385,375
Affiliated issuers (cost $313,732)	313,732
Cash	45,058
Cash collateral due from broker	169,014
Foreign currencies, at value (cost $502)	476
Receivable for investment securities sold	763,285
Interest receivable	181,673
Market value on credit default swaps (net premiums paid $265,503)	126,486
Unrealized appreciation on forward currency exchange contracts	28,628
Receivable for capital stock sold	22,520
Receivable for variation margin on futures	17,026
Receivable for variation margin on centrally cleared swaps	533
Affiliated dividends receivable	2
Total assets	38,053,808
LIABILITIES	
Payable for investment securities purchased	2,425,473
Market value on credit default swaps (net premiums received $127,772)	457,609
Administrative fee payable	22,472
Advisory fee payable	13,403
Unrealized depreciation on forward currency exchange contracts	11,860
Foreign capital gains tax payable	2,860
Payable for capital stock redeemed	2,520
Distribution fee payable	2,103
Transfer Agent fee payable	146
Accrued expenses	174,682
Total liabilities	3,113,128
NET ASSETS	$34,940,680
COMPOSITION OF NET ASSETS	
Capital stock, at par	$ 3,379
Additional paid-in capital	33,686,308
Distributable earnings	1,250,993
NET ASSETS	$34,940,680

Net Asset Value Per Share—1 billion shares of capital stock authorized, $.001 par value

Class	Net Assets	Shares Outstanding	Net Asset Value
A	$ 25,114,269	2,421,097	$ 10.37
B	$ 9,826,411	957,904	$ 10.26

See notes to financial statements.

INVESTMENT INCOME	
Interest	$ 1,012,768
Dividends—Affiliated issuers	52
	1,012,820
EXPENSES	
Advisory fee (see Note B)	169,896
Distribution fee—Class B	26,131
Transfer agency—Class A	3,576
Transfer agency—Class B	1,372
Custody and accounting	97,252
Administrative	87,443
Audit and tax	80,651
Printing	33,145
Legal	22,962
Directors' fees	18,953
Miscellaneous	9,656
Total expenses	551,037
Less: expenses waived and reimbursed by the Adviser (see Note B)	(255)
Net expenses	550,782
Net investment income	462,038
REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENT AND FOREIGN CURRENCY TRANSACTIONS	
Net realized gain (loss) on:	
Investment transactions	422,052
Forward currency exchange contracts	76,861
Futures	(207,166)
Swaps	(3,170)
Swaptions written	(8,549)
Foreign currency transactions	(44,736)
Net change in unrealized appreciation/depreciation of:	
Investments (a)	(1,369,659)
Forward currency exchange contracts	45,535
Futures	119,576
Swaps	(102,064)
Foreign currency denominated assets and liabilities	(10,373)
Net loss on investment and foreign currency transactions	(1,081,693)
NET DECREASE IN NET ASSETS FROM OPERATIONS	$ (619,655)

(a) Net of decrease in accrued foreign capital gains taxes on unrealized gains of $9,868.

See notes to financial statements.

	Year Ended December 31, 2021	Year Ended December 31, 2020
INCREASE (DECREASE) IN NET ASSETS FROM OPERATIONS		
Net investment income	$ 462,038	$ 819,646
Net realized gain on investment and foreign currency transactions	235,292	1,348,708
Net change in unrealized appreciation/depreciation of investments and foreign currency denominated assets and liabilities	(1,316,985)	241,431
Net increase (decrease) in net assets from operations	(619,655)	2,409,785
Distributions to Shareholders		
Class A	(1,137,170)	(1,056,131)
Class B	(425,287)	(355,053)
CAPITAL STOCK TRANSACTIONS		
Net decrease	(4,715,609)	(3,575,324)
Total decrease	(6,897,721)	(2,576,723)
NET ASSETS		
Beginning of period	41,838,401	44,415,124
End of period	$34,940,680	$41,838,401

See notes to financial statements.

NOTE A: Significant Accounting Policies

The AB Intermediate Bond Portfolio (the "Portfolio"), is a series of AB Variable Products Series Fund, Inc. (the "Fund"). The Portfolio's investment objective is to generate income and price appreciation without assuming what AllianceBernstein L.P. (the "Adviser") considers undue risk. The Portfolio is diversified as defined under the Investment Company Act of 1940. The Fund was incorporated in the State of Maryland as an open-end series investment company. The Fund offers 11 separately managed pools of assets which have differing investment objectives and policies. The Portfolio offers Class A and Class B shares. Both classes of shares have identical voting, dividend, liquidating and other rights, except that Class B shares bear a distribution expense and have exclusive voting rights with respect to the Class B distribution plan.

The Portfolio offers and sells its shares only to separate accounts of certain life insurance companies for the purpose of funding variable annuity contracts and variable life insurance policies. Sales are made without a sales charge at the Portfolio's net asset value per share.

The financial statements have been prepared in conformity with U.S. generally accepted accounting principles ("U.S. GAAP"), which require management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities in the financial statements and amounts of income and expenses during the reporting period. Actual results could differ from those estimates. The Portfolio is an investment company under U.S. GAAP and follows the accounting and reporting guidance applicable to investment companies. The following is a summary of significant accounting policies followed by the Portfolio.

1. Security Valuation

Portfolio securities are valued at their current market value determined on the basis of market quotations or, if market quotations are not readily available or are deemed unreliable, at "fair value" as determined in accordance with procedures established by and under the general supervision of the Fund's Board of Directors (the "Board").

In general, the market values of securities which are readily available and deemed reliable are determined as follows: securities listed on a national securities exchange (other than securities listed on the NASDAQ Stock Market, Inc. ("NASDAQ")) or on a foreign securities exchange are valued at the last sale price at the close of the exchange or foreign securities exchange. If there has been no sale on such day, the securities are valued at the last traded price from the previous day. Securities listed on more than one exchange are valued by reference to the principal exchange on which the securities are traded; securities listed only on NASDAQ are valued in accordance with the NASDAQ Official Closing Price; listed or over the counter ("OTC") market put or call options are valued at the mid level between the current bid and ask prices. If either a current bid or current ask price is unavailable, the Adviser will have discretion to determine the best valuation (e.g., last trade price in the case of listed options); open futures are valued using the closing settlement price or, in the absence of such a price, the most recent quoted bid price. If there are no quotations available for the day of valuation, the last available closing settlement price is used; U.S. Government securities and any other debt instruments having 60 days or less remaining until maturity are generally valued at market by an independent pricing vendor, if a market price is available. If a market price is not available, the securities are valued at amortized cost. This methodology is commonly used for short term securities that have an original maturity of 60 days or less, as well as short term securities that had an original term to maturity that exceeded 60 days. In instances when amortized cost is utilized, the Valuation Committee (the "Committee") must reasonably conclude that the utilization of amortized cost is approximately the same as the fair value of the security. Factors the Committee will consider include, but are not limited to, an impairment of the creditworthiness of the issuer or material changes in interest rates. Fixed-income securities, including mortgage-backed and asset-backed securities, may be valued on the basis of prices provided by a pricing service or at a price obtained from one or more of the major broker-dealers. In cases where broker-dealer quotes are obtained, the Adviser may establish procedures whereby changes in market yields or spreads are used to adjust, on a daily basis, a recently obtained quoted price on a security. Swaps and other derivatives are valued daily, primarily using independent pricing services, independent pricing models using market inputs, as well as third party broker-dealers or counterparties. Open-end mutual funds are valued at the closing net asset value per share, while exchange traded funds are valued at the closing market price per share.

Securities for which market quotations are not readily available (including restricted securities) or are deemed unreliable are valued at fair value as deemed appropriate by the Adviser. Factors considered in making this determination may include, but are not limited to, information obtained by contacting the issuer, analysts, analysis of the issuer's financial statements or other available documents. In addition, the Portfolio may use fair value pricing for securities primarily traded in non-U.S. markets because most foreign markets close well before the Portfolio values its securities at 4:00 p.m., Eastern Time. The earlier close of these foreign markets gives rise to the possibility that significant events, including broad market moves, may have occurred in the interim and may materially affect the value of those securities. To account for this, the Portfolio generally values many of its foreign equity securities using fair value prices based on third party vendor modeling tools to the extent available.

2. Fair Value Measurements

In accordance with U.S. GAAP regarding fair value measurements, fair value is defined as the price that the Portfolio would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes a framework for measuring fair value, and a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability (including those valued based on their market values as described in Note A.1 above). Inputs may be observable or unobservable and refer broadly to the assumptions that market participants would use in pricing the asset or liability. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Portfolio. Unobservable inputs reflect the Portfolio's own assumptions about the assumptions that market participants would use in pricing the asset or liability based on the best information available in the circumstances. Each investment is assigned a level based upon the observability of the inputs which are significant to the overall valuation. The three-tier hierarchy of inputs is summarized 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, credit risk, etc.)
- Level 3—significant unobservable inputs (including the Portfolio's own assumptions in determining the fair value of investments)

The fair value of debt instruments, such as bonds, and over-the-counter derivatives is generally based on market price quotations, recently executed market transactions (where observable) or industry recognized modeling techniques and are generally classified as Level 2. Pricing vendor inputs to Level 2 valuations may include quoted prices for similar investments in active markets, interest rate curves, coupon rates, currency rates, yield curves, option adjusted spreads, default rates, credit spreads and other unique security features in order to estimate the relevant cash flows which are then discounted to calculate fair values. If these inputs are unobservable and significant to the fair value, these investments will be classified as Level 3.

Where readily available market prices or relevant bid prices are not available for certain equity investments, such investments may be valued based on similar publicly traded investments, movements in relevant indices since last available prices or based upon underlying company fundamentals and comparable company data (such as multiples to earnings or other multiples to equity). Where an investment is valued using an observable input, such as another publicly traded security, the investment will be classified as Level 2. If management determines that an adjustment is appropriate based on restrictions on resale, illiquidity or uncertainty, and such adjustment is a significant component of the valuation, the investment will be classified as Level 3. An investment will also be classified as Level 3 where management uses company fundamentals and other significant inputs to determine the valuation.

Valuations of mortgage-backed or other asset-backed securities, by pricing vendors, are based on both proprietary and industry recognized models and discounted cash flow techniques. Significant inputs to the valuation of these instruments are value of the collateral, the rates and timing of delinquencies, the rates and timing of prepayments, and default and loss expectations, which are driven in part by housing prices for residential mortgages. Significant inputs are determined based on relative value analyses, which incorporate comparisons to instruments with similar collateral and risk profiles, including relevant indices. Mortgage and asset-backed securities for which management has collected current observable data through pricing services are generally categorized within Level 2. Those investments for which current observable data has not been provided are classified as Level 3.

Other fixed income investments, including non-U.S. government and corporate debt, are generally valued using quoted market prices, if available, which are typically impacted by current interest rates, maturity dates and any perceived credit risk of the issuer. Additionally, in the absence of quoted market prices, these inputs are used by pricing vendors to derive a valuation based upon industry or proprietary models which incorporate issuer specific data with relevant yield/spread comparisons with more widely quoted bonds with similar key characteristics. Those investments for which there are observable inputs are classified as Level 2. Where the inputs are not observable, the investments are classified as Level 3.

The following table summarizes the valuation of the Portfolio's investments by the above fair value hierarchy levels as of December 31, 2021:

	Level 1	Level 2	Level 3	Total
Investments in Securities:				
Assets:				
Corporates—Investment Grade	$ –0–	$ 8,640,396	$ –0–	$ 8,640,396
Governments—Treasuries	–0–	6,858,310	–0–	6,858,310
Commercial Mortgage-Backed Securities	–0–	6,079,702	72,900	6,152,602
Mortgage Pass-Throughs	–0–	4,410,373	–0–	4,410,373
Collateralized Mortgage Obligations	–0–	3,436,675	–0–	3,436,675
Asset-Backed Securities	–0–	1,744,629	173,605	1,918,234
Corporates—Non-Investment Grade	–0–	1,820,015	–0–	1,820,015
Inflation-Linked Securities	–0–	1,082,966	–0–	1,082,966
Local Governments—US Municipal Bonds	–0–	584,266	–0–	584,266
Emerging Markets—Corporate Bonds	–0–	112,000	–0–	112,000
Short-Term Investments:				
U.S. Treasury Bills	–0–	1,369,538	–0–	1,369,538
Investment Companies	313,732	–0–	–0–	313,732
Total Investments in Securities	313,732	36,138,870	246,505	36,699,107
Other Financial Instruments(a):				
Assets:				
Futures	54,342	–0–	–0–	54,342(b)
Forward Currency Exchange Contracts	–0–	28,628	–0–	28,628
Centrally Cleared Credit Default Swaps	–0–	30,950	–0–	30,950(b)
Centrally Cleared Inflation (CPI) Swaps	–0–	20,283	–0–	20,283(b)
Credit Default Swaps	–0–	126,486	–0–	126,486
Liabilities:				
Futures	(4,443)	–0–	–0–	(4,443)(b)
Forward Currency Exchange Contracts	–0–	(11,860)	–0–	(11,860)
Centrally Cleared Interest Rate Swaps	–0–	(44,140)	–0–	(44,140)(b)
Credit Default Swaps	–0–	(457,609)	–0–	(457,609)
Total	**$363,631**	**$35,831,608**	**$ 246,505**	**$36,441,744**

(a) Other financial instruments are derivative instruments, such as futures, forwards and swaps, which are valued at the unrealized appreciation/(depreciation) on the instrument. Other financial instruments may also include swaps with upfront premiums, options written and swaptions written which are valued at market value.

(b) Only variation margin receivable/(payable) at period end is reported within the statement of assets and liabilities. This amount reflects cumulative unrealized appreciation/(depreciation) on futures and centrally cleared swaps as reported in the portfolio of investments. Where applicable, centrally cleared swaps with upfront premiums are presented here at market value.

3. Currency Translation

Assets and liabilities denominated in foreign currencies and commitments under forward currency exchange contracts are translated into U.S. dollars at the mean of the quoted bid and ask prices of such currencies against the U.S. dollar. Purchases and sales of portfolio securities are translated into U.S. dollars at the rates of exchange prevailing when such securities were acquired or sold. Income and expenses are translated into U.S. dollars at rates of exchange prevailing when accrued.

Net realized gain or loss on foreign currency transactions represents foreign exchange gains and losses from sales and maturities of foreign fixed income investments, holding of foreign currencies, currency gains or losses realized between the trade and settlement dates on foreign investment transactions, and the difference between the amounts of dividends, interest and foreign withholding taxes recorded on the Portfolio's books and the U.S. dollar equivalent amounts actually received or paid. Net unrealized currency gains and losses from valuing foreign currency denominated assets and liabilities at period end exchange rates are reflected as a component of net unrealized appreciation or depreciation of foreign currency denominated assets and liabilities.

4. Taxes

It is the Portfolio's policy to meet the requirements of the Internal Revenue Code applicable to regulated investment companies and to distribute all of its investment company taxable income and net realized gains, if any, to shareholders. Therefore, no provisions for federal income or excise taxes are required. The Portfolio may be subject to taxes imposed by countries in which it invests. Such taxes are generally based on income and/or capital gains earned or repatriated. Taxes are accrued and applied to net investment income, net realized gains and net unrealized appreciation/depreciation as such income and/or gains are earned.

In accordance with U.S. GAAP requirements regarding accounting for uncertainties in income taxes, management has analyzed the Portfolio's tax positions taken or expected to be taken on federal and state income tax returns for all open tax years (the current and the prior three tax years) and has concluded that no provision for income tax is required in the Portfolio's financial statements.

5. Investment Income and Investment Transactions

Dividend income is recorded on the ex-dividend date or as soon as the Portfolio is informed of the dividend. Interest income is accrued daily. Investment transactions are accounted for on the date the securities are purchased or sold. Investment gains or losses are determined on the identified cost basis. The Portfolio amortizes premiums and accretes discounts as adjustments to interest income. The Portfolio accounts for distributions received from REIT investments or from regulated investment companies as dividend income, realized gain, or return of capital based on information provided by the REIT or the investment company.

6. Class Allocations

All income earned and expenses incurred by the Portfolio are borne on a pro-rata basis by each outstanding class of shares, based on the proportionate interest in the Portfolio represented by the net assets of such class, except for class specific expenses which are allocated to the respective class. Expenses of the Fund are charged proportionately to each portfolio or based on other appropriate methods. Realized and unrealized gains and losses are allocated among the various share classes based on respective net assets.

7. Dividends and Distributions

Dividends and distributions to shareholders, if any, are recorded on the ex-dividend date. Income dividends and capital gains distributions are determined in accordance with federal tax regulations and may differ from those determined in accordance with U.S. GAAP. To the extent these differences are permanent, such amounts are reclassified within the capital accounts based on their federal tax basis treatment; temporary differences do not require such reclassification.

NOTE B: Advisory Fee and Other Transactions with Affiliates

Under the terms of the investment advisory agreement, the Portfolio pays the Adviser an advisory fee at an annual rate of .45% of the first $2.5 billion, .40% of the next $2.5 billion up to $5 billion, .35% of the excess over $5 billion up to $8 billion and .30% in excess of $8 billion, of the Portfolio's average daily net assets. The fee is accrued daily and paid monthly.

Pursuant to the investment advisory agreement, the Portfolio may reimburse the Adviser for certain legal and accounting services provided to the Portfolio by the Adviser. For the year ended December 31, 2021, the reimbursement for such services amounted to $87,443.

The Portfolio compensates AllianceBernstein Investor Services, Inc. ("ABIS"), a wholly-owned subsidiary of the Adviser, under a Transfer Agency Agreement for providing personnel and facilities to perform transfer agency services for the Portfolio. Such compensation retained by ABIS amounted to $1,636 for the year ended December 31, 2021.

The Portfolio may invest in AB Government Money Market Portfolio (the "Government Money Market Portfolio") which has a contractual annual advisory fee rate of .20% of the portfolio's average daily net assets and bears its own expenses. The Adviser has contractually agreed to waive .10% of the advisory fee of Government Money Market Portfolio (resulting in a net advisory fee of .10%) until August 31, 2022. In connection with the investment by the Portfolio in Government Money Market Portfolio, the Adviser has contractually agreed to waive its advisory fee from the Portfolio in an amount equal to the Portfolio's pro rata share of the effective advisory fee of Government Money Market Portfolio, as borne indirectly by the Portfolio as an acquired fund fee and expense. For the year ended December 31, 2021, such waiver amounted to $255.

A summary of the Portfolio's transactions in AB mutual funds for the year ended December 31, 2021 is as follows:

Portfolio	Market Value 12/31/20 (000)	Purchases at Cost (000)	Sales Proceeds (000)	Market Value 12/31/21 (000)	Dividend Income (000)
Government Money Market Portfolio	$765	$25,244	$25,695	$314	$ 0*

* Amount is less than $500.

NOTE C: Distribution Plan

The Portfolio has adopted a Distribution Plan (the "Plan") for Class B shares pursuant to Rule 12b-1 under the Investment Company Act of 1940. Under the Plan, the Portfolio pays distribution and servicing fees to AllianceBernstein Investments, Inc. (the "Distributor"), a wholly-owned subsidiary of the Adviser, at an annual rate of up to .50% of the Portfolio's average daily net assets attributable to Class B shares. The fees are accrued daily and paid monthly. The Board currently limits payments under the Plan to .25% of the Portfolio's average daily net assets attributable to Class B shares. The Plan provides that the Distributor will use such payments in their entirety for distribution assistance and promotional activities.

The Portfolio is not obligated under the Plan to pay any distribution and servicing fees in excess of the amounts set forth above. The purpose of the payments to the Distributor under the Plan is to compensate the Distributor for its distribution services with respect to the sale of the Portfolio's Class B shares. Since the Distributor's compensation is not directly tied to its expenses, the amount of compensation received by it under the Plan during any year may be more or less than its actual expenses. For this reason, the Plan is characterized by the staff of the Securities and Exchange Commission as being of the "compensation" variety.

In the event that the Plan is terminated or not continued, no distribution or servicing fees (other than current amounts accrued but not yet paid) would be owed by the Portfolio to the Distributor.

The Plan also provides that the Adviser may use its own resources to finance the distribution of the Portfolio's shares.

NOTE D: Investment Transactions

Purchases and sales of investment securities (excluding short-term investments) for the year ended December 31, 2021 were as follows:

	Purchases	Sales
Investment securities (excluding U.S. government securities)	$ 9,945,906	$14,496,999
U.S. government securities	42,521,252	40,856,009

The cost of investments for federal income tax purposes, gross unrealized appreciation and unrealized depreciation are as follows:

Cost	$36,125,063
Gross unrealized appreciation	$ 1,299,320
Gross unrealized depreciation	(800,676)
Net unrealized appreciation	$ 498,644

1. Derivative Financial Instruments

The Portfolio may use derivatives in an effort to earn income and enhance returns, to replace more traditional direct investments, to obtain exposure to otherwise inaccessible markets (collectively, "investment purposes"), or to hedge or adjust the risk profile of its portfolio.

The principal types of derivatives utilized by the Portfolio, as well as the methods in which they may be used are:

- **Futures**

  The Portfolio may buy or sell futures for investment purposes or for the purpose of hedging its portfolio against adverse effects of potential movements in the market. The Portfolio bears the market risk that arises from changes in the value of these instruments and the imperfect correlation between movements in the price of the futures and movements in the price of the assets, reference rates or indices which they are designed to track. Among other things, the Portfolio may purchase or sell futures for foreign currencies or options thereon for non-hedging purposes as a means of making direct investment in foreign currencies, as described below under "Currency Transactions".

At the time the Portfolio enters into futures, the Portfolio deposits and maintains as collateral an initial margin with the broker, as required by the exchange on which the transaction is effected. Such amount is shown as cash collateral due from broker on the statement of assets and liabilities. Pursuant to the contract, the Portfolio agrees to receive from or pay to the broker an amount of cash equal to the daily fluctuation in the value of the contract. Such receipts or payments are known as variation margin and are recorded by the Portfolio as unrealized gains or losses. Risks may arise from the potential inability of a counterparty to meet the terms of the contract. The credit/counterparty risk for exchange-traded futures is generally less than privately negotiated futures, since the clearinghouse, which is the issuer or counterparty to each exchange-traded future, has robust risk mitigation standards, including the requirement to provide initial and variation margin. When the contract is closed, the Portfolio records a realized gain or loss equal to the difference between the value of the contract at the time it was opened and the time it was closed.

Use of long futures subjects the Portfolio to risk of loss in excess of the amounts shown on the statement of assets and liabilities, up to the notional value of the futures. Use of short futures subjects the Portfolio to unlimited risk of loss. Under some circumstances, futures exchanges may establish daily limits on the amount that the price of futures can vary from the previous day's settlement price, which could effectively prevent liquidation of unfavorable positions.

During the year ended December 31, 2021, the Portfolio held futures for hedging and non-hedging purposes.

- **Forward Currency Exchange Contracts**
The Portfolio may enter into forward currency exchange contracts in order to hedge its exposure to changes in foreign currency exchange rates on its foreign portfolio holdings, to hedge certain firm purchase and sale commitments denominated in foreign currencies and for non-hedging purposes as a means of making direct investments in foreign currencies, as described below under "Currency Transactions".

A forward currency exchange contract is a commitment to purchase or sell a foreign currency at a future date at a negotiated forward rate. The gain or loss arising from the difference between the original contract and the closing of such contract would be included in net realized gain or loss on forward currency exchange contracts. Fluctuations in the value of open forward currency exchange contracts are recorded for financial reporting purposes as unrealized appreciation and/or depreciation by the Portfolio. Risks may arise from the potential inability of a counterparty to meet the terms of a contract and from unanticipated movements in the value of a foreign currency relative to the U.S. dollar.

During the year ended December 31, 2021, the Portfolio held forward currency exchange contracts for hedging and non-hedging purposes.

- **Option Transactions**
For hedging and investment purposes, the Portfolio may purchase and write (sell) put and call options on U.S. and foreign securities, including government securities, and foreign currencies that are traded on U.S. and foreign securities exchanges and over-the-counter markets. Among other things, the Portfolio may use options transactions for non-hedging purposes as a means of making direct investments in foreign currencies, as described below under "Currency Transactions" and may use options strategies involving the purchase and/or writing of various combinations of call and/or put options, for hedging and investment purposes.

The risk associated with purchasing an option is that the Portfolio pays a premium whether or not the option is exercised. Additionally, the Portfolio bears the risk of loss of the premium and change in market value should the counterparty not perform under the contract. If a put or call option purchased by the Portfolio were permitted to expire without being sold or exercised, its premium would represent a loss to the Portfolio. Put and call options purchased are accounted for in the same manner as portfolio securities. The cost of securities acquired through the exercise of call options is increased by premiums paid. The proceeds from securities sold through the exercise of put options are decreased by the premiums paid.

When the Portfolio writes an option, the premium received by the Portfolio is recorded as a liability and is subsequently adjusted to the current market value of the option written. The Portfolio's maximum payment for written put options equates to the number of shares multiplied by the strike price. In certain circumstances maximum payout amounts may be partially offset by recovery values of the respective referenced assets and upfront premium received upon entering into the contract. Premiums received from written options which expire unexercised are recorded by the Portfolio on the expiration date as realized gains from options written. The difference between the premium received and the amount paid on effecting a closing purchase transaction, including brokerage commissions, is also treated as a realized gain, or if the premium received is less than the amount paid for the closing purchase transaction, as a realized loss. If a call option is exercised, the premium received is added to the proceeds from the sale of the underlying security or currency in determining whether the Portfolio has realized a gain or loss. If a put option is exercised, the premium received reduces the cost basis of the security or currency purchased by the Portfolio. In writing an option, the Portfolio bears the market risk of an unfavorable change in the price of the security or currency underlying the written option. Exercise of an option written by the Portfolio could result in the Portfolio selling or buying a security or currency at a price different from the current market value.

The Portfolio may also invest in options on swap agreements, also called “swaptions”. A swaption is an option that gives the buyer the right, but not the obligation, to enter into a swap on a future date in exchange for paying a market-based “premium”. A receiver swaption gives the owner the right to receive the total return of a specified asset, reference rate, or index. A payer swaption gives the owner the right to pay the total return on a specified asset, reference rate, or index. Swaptions also include options that allow an existing swap to be terminated or extended by one of the counterparties. The Portfolio’s maximum payment for written put swaptions equates to the notional amount of the underlying swap. In certain circumstances maximum payout amounts may be partially offset by recovery values of the respective referenced assets and upfront premium received upon entering into the contract.

During the year ended December 31, 2021, the Portfolio held written swaptions for hedging and non-hedging purposes.

- **Swaps**

The Portfolio may enter into swaps to hedge its exposure to interest rates, credit risk or currencies. The Portfolio may also enter into swaps for non-hedging purposes as a means of gaining market exposures, making direct investments in foreign currencies, as described below under “Currency Transactions.” A swap is an agreement that obligates two parties to exchange a series of cash flows at specified intervals based upon or calculated by reference to changes in specified prices or rates for a specified amount of an underlying asset. The payment flows are usually netted against each other, with the difference being paid by one party to the other. In addition, collateral may be pledged or received by the Portfolio in accordance with the terms of the respective swaps to provide value and recourse to the Portfolio or its counterparties in the event of default, bankruptcy or insolvency by one of the parties to the swap.

Risks may arise as a result of the failure of the counterparty to the swap to comply with the terms of the swap. The loss incurred by the failure of a counterparty is generally limited to the net interim payment to be received by the Portfolio, and/or the termination value at the end of the contract. Therefore, the Portfolio considers the creditworthiness of each counterparty to a swap in evaluating potential counterparty risk. This risk is mitigated by having a netting arrangement between the Portfolio and the counterparty and by the posting of collateral by the counterparty to the Portfolio to cover the Portfolio’s exposure to the counterparty. Additionally, risks may arise from unanticipated movements in interest rates or in the value of the underlying securities. The Portfolio accrues for the interim payments on swaps on a daily basis, with the net amount recorded within unrealized appreciation/depreciation of swaps on the statement of assets and liabilities, where applicable. Once the interim payments are settled in cash, the net amount is recorded as realized gain/(loss) on swaps on the statement of operations, in addition to any realized gain/(loss) recorded upon the termination of swaps. Upfront premiums paid or received for swaps are recognized as cost or proceeds on the statement of assets and liabilities and are amortized on a straight line basis over the life of the contract. Amortized upfront premiums are included in net realized gain/(loss) from swaps on the statement of operations. Fluctuations in the value of swaps are recorded as a component of net change in unrealized appreciation/depreciation of swaps on the statement of operations.

Certain standardized swaps, including certain interest rate swaps and credit default swaps, are (or soon will be) subject to mandatory central clearing. Cleared swaps are transacted through futures commission merchants (“FCMs”) that are members of central clearinghouses, with the clearinghouse serving as central counterparty, similar to transactions in futures contracts. Centralized clearing will be required for additional categories of swaps on a phased-in basis based on requirements published by the Securities and Exchange Commission and Commodity Futures Trading Commission.

At the time the Portfolio enters into a centrally cleared swap, the Portfolio deposits and maintains as collateral an initial margin with the broker, as required by the clearinghouse on which the transaction is effected. Such amount is shown as cash collateral due from broker on the statement of assets and liabilities. Pursuant to the contract, the Portfolio agrees to receive from or pay to the broker an amount of cash equal to the daily fluctuation in the value of the contract. Such receipts or payments are known as variation margin and are recorded by the Portfolio as unrealized gains or losses. Risks may arise from the potential inability of a counterparty to meet the terms of the contract. The credit/counterparty risk for centrally cleared swaps is generally less than non-centrally cleared swaps, since the clearinghouse, which is the issuer or counterparty to each centrally cleared swap, has robust risk mitigation standards, including the requirement to provide initial and variation margin. When the contract is closed, the Portfolio records a realized gain or loss equal to the difference between the value of the contract at the time it was opened and the time it was closed.

Interest Rate Swaps:
The Portfolio is subject to interest rate risk exposure in the normal course of pursuing its investment objectives. Because the Portfolio holds fixed rate bonds, the value of these bonds may decrease if interest rates rise. To help hedge against this risk and to maintain its ability to generate income at prevailing market rates, the Portfolio may enter into interest rate swaps. Interest rate swaps are agreements between two parties to exchange cash flows based on a notional amount. The Portfolio may elect to pay a fixed rate and receive a floating rate, or, receive a fixed rate and pay a floating rate on a notional amount.

In addition, the Portfolio may also enter into interest rate swap transactions to preserve a return or spread on a particular investment or portion of its portfolio, or protecting against an increase in the price of securities the Portfolio anticipates purchasing at a later date. Interest rate swaps involve the exchange by a Portfolio with another party of their respective commitments to pay or receive interest (*e.g.*, an exchange of floating rate payments for fixed rate payments) computed based on a contractually-based principal (or "notional") amount. Interest rate swaps are entered into on a net basis (*i.e.*, the two payment streams are netted out, with the Portfolio receiving or paying, as the case may be, only the net amount of the two payments).

During the year ended December 31, 2021, the Portfolio held interest rate swaps for hedging and non-hedging purposes.

Inflation (CPI) Swaps:
Inflation swap agreements are contracts in which one party agrees to pay the cumulative percentage increase in a price index (the Consumer Price Index with respect to CPI swaps) over the term of the swap (with some lag on the inflation index), and the other pays a compounded fixed rate. Inflation swaps may be used to protect the net asset value, or NAV, of a Portfolio against an unexpected change in the rate of inflation measured by an inflation index since the value of these agreements is expected to increase if there are unexpected inflation increases.

During the year ended December 31, 2021, the Portfolio held inflation (CPI) swaps for hedging and non-hedging purposes.

Credit Default Swaps:
The Portfolio may enter into credit default swaps, including to manage its exposure to the market or certain sectors of the market, to reduce its risk exposure to defaults by corporate and sovereign issuers held by the Portfolio, or to create exposure to corporate or sovereign issuers to which it is not otherwise exposed. The Portfolio may purchase credit protection ("Buy Contract") or provide credit protection ("Sale Contract") on the referenced obligation of the credit default swap. During the term of the swap, the Portfolio receives/(pays) fixed payments from/(to) the respective counterparty, calculated at the agreed upon rate applied to the notional amount. If the Portfolio is a buyer/(seller) of protection and a credit event occurs, as defined under the terms of the swap, the Portfolio will either (i) receive from the seller/(pay to the buyer) of protection an amount equal to the notional amount of the swap (the "Maximum Payout Amount") and deliver/(take delivery of) the referenced obligation or (ii) receive/(pay) a net settlement amount in the form of cash or securities equal to the notional amount of the swap less the recovery value of the referenced obligation. In certain circumstances Maximum Payout Amounts may be partially offset by

recovery values of the respective referenced obligations, upfront premium received upon entering into the agreement, or net amounts received from settlement of buy protection credit default swaps entered into by the Portfolio for the same referenced obligations with the same counterparty.

Credit default swaps may involve greater risks than if a Portfolio had invested in the referenced obligation directly. Credit default swaps are subject to general market risk, liquidity risk, counterparty risk and credit risk. If the Portfolio is a buyer of protection and no credit event occurs, it will lose the payments it made to its counterparty. If the Portfolio is a seller of protection and a credit event occurs, the value of the referenced obligation received by the Portfolio coupled with the periodic payments previously received, may be less than the Maximum Payout Amount it pays to the buyer, resulting in a net loss to the Portfolio.

Implied credit spreads over U.S. Treasuries of comparable maturity utilized in determining the market value of credit default swaps on issuers as of period end are disclosed in the portfolio of investments. The implied spreads serve as an indicator of the current status of the payment/performance risk and typically reflect the likelihood of default by the issuer of the referenced obligation. The implied credit spread of a particular reference obligation also reflects the cost of buying/selling protection and may reflect upfront payments required to be made to enter into the agreement. Widening credit spreads typically represent a deterioration of the referenced obligation's credit soundness and greater likelihood of default or other credit event occurring as defined under the terms of the agreement. A credit spread identified as "Defaulted" indicates a credit event has occurred for the referenced obligation.

During the year ended December 31, 2021, the Portfolio held credit default swaps for hedging and non-hedging purposes.

The Portfolio typically enters into International Swaps and Derivatives Association, Inc. Master Agreements ("ISDA Master Agreement") with its OTC derivative contract counterparties in order to, among other things, reduce its credit risk to OTC counterparties. ISDA Master Agreements include provisions for general obligations, representations, collateral and events of default or termination. Under an ISDA Master Agreement, the Portfolio typically may offset with the OTC counterparty certain derivative financial instruments' payables and/or receivables with collateral held and/or posted and create one single net payment (close-out netting) in the event of default or termination. In the event of a default by an OTC counterparty, the return of collateral with market value in excess of the Portfolio's net liability, held by the defaulting party, may be delayed or denied.

The Portfolio's ISDA Master Agreements may contain provisions for early termination of OTC derivative transactions in the event the net assets of the Portfolio decline below specific levels ("net asset contingent features"). If these levels are triggered, the Portfolio's OTC counterparty has the right to terminate such transaction and require the Portfolio to pay or receive a settlement amount in connection with the terminated transaction. If OTC derivatives were held at period end, please refer to netting arrangements by the OTC counterparty table below for additional details.

During the year ended December 31, 2021, the Portfolio had entered into the following derivatives:

Derivative Type	Asset Derivatives: Statement of Assets and Liabilities Location	Asset Derivatives: Fair Value	Liability Derivatives: Statement of Assets and Liabilities Location	Liability Derivatives: Fair Value
Interest rate contracts	Receivable/Payable for variation margin on futures	$ 54,342*	Receivable/Payable for variation margin on futures	$ 4,443*
Credit contracts	Receivable/Payable for variation margin on centrally cleared swaps	5,289*		
Interest rate contracts	Receivable/Payable for variation margin on centrally cleared swaps	20,283*	Receivable/Payable for variation margin on centrally cleared swaps	44,150*
Foreign currency contracts	Unrealized appreciation on forward currency exchange contracts	28,628	Unrealized depreciation on forward currency exchange contracts	11,860
Credit contracts	Market value on credit default swaps	126,486	Market value on credit default swaps	457,609
Total		$235,028		$518,062

* Only variation margin receivable/payable at period end is reported within the statement of assets and liabilities. This amount reflects cumulative unrealized appreciation/(depreciation) on futures and centrally cleared swaps as reported in the portfolio of investments.

Derivative Type	Location of Gain or (Loss) on Derivatives Within Statement of Operations	Realized Gain or (Loss) on Derivatives	Change in Unrealized Appreciation or (Depreciation)
Interest rate contracts	Net realized gain (loss) on futures; Net change in unrealized appreciation/ depreciation of futures	$(207,166)	$ 119,576
Foreign currency contracts	Net realized gain (loss) on forward currency exchange contracts; Net change in unrealized appreciation/ depreciation of forward currency exchange contracts	76,861	45,535
Interest rate contracts	Net realized gain (loss) on swaptions written; Net change in unrealized appreciation/depreciation of swaptions written	(8,549)	–0–
Interest rate contracts	Net realized gain (loss) on swaps; Net change in unrealized appreciation/ depreciation of swaps	(82,746)	7,320
Credit contracts	Net realized gain (loss) on swaps; Net change in unrealized appreciation/ depreciation of swaps	79,576	(109,384)
Total		$(142,024)	$ 63,047

The following table represents the average monthly volume of the Portfolio's derivative transactions during the year ended December 31, 2021:

Futures:	
Average notional amount of buy contracts	$8,125,343
Average notional amount of sale contracts	$3,395,927(a)
Forward Currency Exchange Contracts:	
Average principal amount of buy contracts	$2,299,846
Average principal amount of sale contracts	$4,430,142
Swaptions Written:	
Average notional amount	$ 954,000(b)
Centrally Cleared Interest Rate Swaps:	
Average notional amount	$4,062,109
Centrally Cleared Inflation Swaps:	
Average notional amount	$ 787,500(c)
Credit Default Swaps:	
Average notional amount of buy contracts	$1,375,692
Average notional amount of sale contracts	$1,733,303
Centrally Cleared Credit Default Swaps:	
Average notional amount of sale contracts	$ 401,932

(a) Positions were open for nine months during the year.

(b) Positions were open for three months during the year.

(c) Positions were open for four months during the year.

For financial reporting purposes, the Portfolio does not offset derivative assets and derivative liabilities that are subject to netting arrangements in the statement of assets and liabilities.

All OTC derivatives held at period end were subject to netting arrangements. The following table presents the Portfolio's derivative assets and liabilities by OTC counterparty net of amounts available for offset under ISDA Master Agreements ("MA") and net of the related collateral received/pledged by the Portfolio as of December 31, 2021. Exchange-traded derivatives and centrally cleared swaps are not subject to netting arrangements and as such are excluded from the table.

Counterparty	Derivative Assets Subject to a MA	Derivatives Available for Offset	Cash Collateral Received*	Security Collateral Received*	Net Amount of Derivative Assets
Citibank, NA/Citigroup Global Markets, Inc..	$107,803	$(35,742)	$–0–	$–0–	$72,061
Goldman Sachs Bank USA/Goldman Sachs International	4,764	(4,764)	–0–	–0–	–0–
JPMorgan Securities, LLC	6,353	(6,353)	–0–	–0–	–0–
Morgan Stanley & Co. International PLC/Morgan Stanley Capital Services, Inc/Morgan Stanley Capital Services LLC	23,261	(9,764)	–0–	–0–	13,497
State Street Bank & Trust Co.	12,933	(5,864)	–0–	–0–	7,069
Total	$155,114	$(62,487)	$–0–	$–0–	$92,627^

Counterparty	Derivative Liabilities Subject to a MA	Derivatives Available for Offset	Cash Collateral Pledged*	Security Collateral Pledged*	Net Amount of Derivative Liabilities
Citibank, NA/Citigroup Global Markets, Inc.	$ 35,742	$(35,742)	$–0–	$ –0–	$ –0–
Credit Suisse International	236,057	–0–	–0–	(236,057)	–0–
Deutsche Bank AG	84,021	–0–	–0–	–0–	84,021
Goldman Sachs Bank USA/Goldman Sachs International	76,262	(4,764)	–0–	–0–	71,498
JPMorgan Securities, LLC	21,759	(6,353)	–0–	–0–	15,406
Morgan Stanley & Co. International PLC/Morgan Stanley Capital Services, Inc/Morgan Stanley Capital Services LLC	9,764	(9,764)	–0–	–0–	–0–
State Street Bank & Trust Co.	5,864	(5,864)	–0–	–0–	–0–
Total	$469,469	$(62,487)	$–0–	$(236,057)	$170,925^

* The actual collateral received/pledged may be more than the amount reported due to over-collateralization.

^ Net amount represents the net receivable/payable that would be due from/to the counterparty in the event of default or termination. The net amount from OTC financial derivative instruments can only be netted across transactions governed under the same master agreement with the same counterparty.

2. Currency Transactions

The Portfolio may invest in non-U.S. Dollar-denominated securities on a currency hedged or unhedged basis. The Portfolio may seek investment opportunities by taking long or short positions in currencies through the use of currency-related derivatives, including forward currency exchange contracts, futures and options on futures, swaps, and other options. The Portfolio may enter into transactions for investment opportunities when it anticipates that a foreign currency will appreciate or depreciate in value but securities denominated in that currency are not held by the Portfolio and do not present attractive investment opportunities. Such transactions may also be used when the Adviser believes that it may be more efficient than a direct investment in a foreign currency-denominated security. The Portfolio may also conduct currency exchange contracts on a spot basis (i.e., for cash at the spot rate prevailing in the currency exchange market for buying or selling currencies).

3. TBA and Dollar Rolls

The Portfolio may invest in TBA mortgage-backed securities. A TBA, or "To Be Announced", trade represents a contract for the purchase or sale of mortgage-backed securities to be delivered at a future agree-upon date; however, the specific mortgage pool numbers or the number of pools that will be delivered to fulfill the trade obligation or terms of the contract are unknown at the time of the trade. Mortgage pools (including fixed-rate or variable-rate mortgages) guaranteed by the Government National Mortgage Association, or GNMA, the Federal National Mortgage Association, or FNMA, or the Federal Home Loan Mortgage Corporation, or FHLMC, are subsequently allocated to the TBA transactions.

The Portfolio may enter into certain TBA transactions known as dollar rolls. Dollar rolls involve sales by the Portfolio of securities for delivery in the current month and the Portfolio's simultaneously contracting to repurchase substantially similar (same type and coupon) securities on a specified future date. During the roll period, the Portfolio forgoes principal and interest paid on the securities. The Portfolio is compensated by the difference between the current sales price and the lower forward price for the future purchase (often referred to as the "drop") as well as by the interest earned on the cash proceeds of the initial sale. Dollar rolls involve the risk that the market value of the securities the Portfolio is obligated to repurchase under the agreement may decline below the repurchase price. Dollar rolls are speculative techniques. For the year ended December 31, 2021, the Portfolio earned drop income of $37,317 which is included in interest income in the accompanying statement of operations.

NOTE E: Capital Stock

Each class consists of 500,000,000 authorized shares. Transactions in capital shares for each class were as follows:

	SHARES		AMOUNT	
	Year Ended December 31, 2021	Year Ended December 31, 2020	Year Ended December 31, 2021	Year Ended December 31, 2020
Class A				
Shares sold	152,317	137,413	$ 1,636,861	$ 1,476,072
Shares issued in reinvestment of dividends and distributions	108,199	97,250	1,137,170	1,056,131
Shares redeemed	(617,683)	(509,318)	(6,612,901)	(5,519,329)
Net decrease	(357,167)	(274,655)	$(3,838,870)	$(2,987,126)
Class B				
Shares sold	111,263	132,767	$ 1,175,080	$ 1,411,697
Shares issued in reinvestment of dividends and distributions	40,893	33,028	425,287	355,053
Shares redeemed	(234,651)	(222,779)	(2,477,106)	(2,354,948)
Net decrease	(82,495)	(56,984)	$ (876,739)	$ (588,198)

At December 31, 2021, certain shareholders of the Portfolio owned 80% in aggregate of the Portfolio's outstanding shares. Significant transactions by such shareholders, if any, may impact the Portfolio's performance.

NOTE F: Risks Involved in Investing in the Portfolio

Market Risk—The value of the Portfolio's assets will fluctuate as the stock or bond market fluctuates. The value of its investments may decline, sometimes rapidly and unpredictably, simply because of economic changes or other events, including public health crises (including the occurrence of a contagious disease or illness), that affect large portions of the market.

Interest-Rate Risk—Changes in interest rates will affect the value of investments in fixed-income securities. When interest rates rise, the value of existing investments in fixed-income securities tends to fall and this decrease in value may not be offset by higher income from new investments. Interest rate risk is generally greater for fixed-income securities with longer maturities or durations. The current historically low interest rate environment heightens the risks associated with rising interest rates.

Credit Risk—An issuer or guarantor of a fixed-income security, or the counterparty to a derivatives or other contract, may be unable or unwilling to make timely payments of interest or principal, or to otherwise honor its obligations. The issuer or guarantor may default, causing a loss of the full principal amount of a security and accrued interest. The degree of risk for a particular security may be reflected in its credit rating. There is the possibility that the credit rating of a fixed-income security may be downgraded after purchase, which may adversely affect the value of the security.

Below Investment-Grade Securities Risk—Investments in fixed-income securities with lower ratings ("junk bonds") tend to have a higher probability that an issuer will default or fail to meet its payment obligations. These securities may be subject to greater price volatility due to such factors as specific corporate developments, interest rate sensitivity and negative perceptions of the junk bond market generally, and may be more difficult to trade than other types of securities.

Duration Risk—Duration is a measure that relates the expected price volatility of a fixed-income security to changes in interest rates. The duration of a fixed-income security may be shorter than or equal to full maturity of a fixed-income security. Fixed-income securities with longer durations have more risk and will decrease in price as interest rates rise.

Inflation Risk—This is the risk that the value of assets or income from investments will be less in the future as inflation decreases the value of money. As inflation increases, the value of the Portfolio's assets can decline as can the value of the Portfolio's distributions. This risk is significantly greater if the Portfolio invests a significant portion of its assets in fixed-income securities with longer maturities.

Foreign (Non-U.S.) Risk—Investments in securities of non-U.S. issuers may involve more risk than those of U.S. issuers. These securities may fluctuate more widely in price and may be more difficult to trade due to adverse market, economic, political, regulatory or other factors.

Emerging Market Risk—Investments in emerging market countries may have more risk because the markets are less developed and less liquid, and because these investments may be subject to increased economic, political, regulatory or other uncertainties.

Currency Risk—Fluctuations in currency exchange rates may negatively affect the value of the Portfolio's investments or reduce its returns.

Mortgage-Related and/or Other Asset-Backed Securities Risk—Investments in mortgage-related and other asset-backed securities are subject to certain additional risks. The value of these securities may be particularly sensitive to changes in interest rates. These risks include "extension risk", which is the risk that, in periods of rising interest rates, issuers may delay the payment of principal, and "prepayment risk", which is the risk that in periods of falling interest rates, issuers may pay principal sooner than expected, exposing the Portfolio to a lower rate of return upon reinvestment of principal. Mortgage-backed securities offered by nongovernmental issuers and other asset-backed securities may be subject to other risks, such as higher rates of default in the mortgages or assets backing the securities or risks associated with the nature and servicing of mortgages or assets backing the securities.

Leverage Risk—When the Portfolio borrows money or otherwise leverages its investments, its performance may be volatile because leverage tends to exaggerate the effect of any increase or decrease in the value of the Portfolio's investments. The Portfolio may create leverage through the use of reverse repurchase arrangements, forward currency exchange contracts, forward commitments, dollar rolls or futures or by borrowing money. The use of other types of derivative instruments by the Portfolio, such as options and swaps, may also result in a form of leverage. Leverage may result in higher returns to the Portfolio than if the Portfolio were not leveraged, but may also adversely affect returns, particularly if the market is declining.

Illiquid Investments Risk—Illiquid investments risk exists when certain investments are or become difficult to purchase or sell. Difficulty in selling such investments may result in sales at disadvantageous prices affecting the value of your investment in the Portfolio. Causes of illiquid investments risk may include low trading volumes, large positions and heavy redemptions of Portfolio shares. lliquid investments risk may be higher in a rising interest rate environment, when the value and liquidity of fixed-income securities generally decline.

Derivatives Risk—Derivatives may be difficult to price or unwind and leveraged so that small changes may produce disproportionate losses for the Portfolio. Derivatives, especially over-the-counter derivatives, are also subject to counterparty risk, which is the risk that the counterparty (the party on the other side of the transaction) on a derivative transaction will be unable or unwilling to honor its contractual obligation to the Portfolio.

LIBOR Transition and Associated Risk—A Portfolio may be exposed to debt securities, derivatives or other financial instruments that are tied to the London Interbank Offered Rate, or "LIBOR," as a "benchmark" or "reference rate" for various interest rate calculations. In 2017, the United Kingdom Financial Conduct Authority ("FCA"), which regulates LIBOR, announced a desire to phase out the use of LIBOR by the end of 2021. The FCA and LIBOR's administrator, ICE Benchmark Administration, have since announced that most LIBOR settings (which reflect LIBOR rates quoted in different currencies over various time periods) will no longer be published after the end of 2021 but that the most widely used U.S. dollar LIBOR settings will continue to be published until June 30, 2023. However, banks were strongly encouraged to cease entering into agreements with counterparties referencing LIBOR by the end of 2021. It is possible that a subset of LIBOR settings will be published after these dates on a "synthetic" basis, but any such publications would be considered non-representative of the underlying market. The U.S. Federal Reserve, based on the recommendations of the New York Federal Reserve's Alternative Reference Rate Committee (comprised of major derivative market participants and their regulators), has begun publishing a Secured Overnight Funding Rate (referred to as SOFR), which is intended to replace U.S. dollar LIBOR. Proposals for alternative reference rates for other currencies have also been announced or have already begun publication. Markets are slowly developing in response to these new rates.

The elimination of LIBOR or changes to other reference rates or any other changes or reforms to the determination or supervision of reference rates could have an adverse impact on the market for, or value of, any securities or payments linked to those reference rates, which may adversely affect a Portfolio's performance and/or net asset value. Uncertainty and risk also remain regarding the willingness and ability of issuers and lenders to include revised provisions in new and existing contracts or instruments. Consequently, the transition away from LIBOR to other reference rates may lead to increased volatility and illiquidity in markets that are tied to LIBOR, fluctuations in values of LIBOR-related investments or investments in issuers that utilize LIBOR, increased difficulty in borrowing or refinancing and diminished effectiveness of hedging strategies, potentially adversely affecting a Portfolio's performance. Furthermore, the risks associated with the expected discontinuation of LIBOR and transition may be exacerbated if the work necessary to effect an orderly transition to an alternative reference rate is not completed in a timely manner. The potential effects of a phase out of LIBOR on LIBOR-based investments are currently unknown.

Indemnification Risk—In the ordinary course of business, the Portfolio enters into contracts that contain a variety of indemnifications. The Portfolio's maximum exposure under these arrangements is unknown. However, the Portfolio has not had prior claims or losses pursuant to these indemnification provisions and expects the risk of loss thereunder to be remote. Therefore, the Portfolio has not accrued any liability in connection with these indemnification provisions.

Management Risk—The Portfolio is subject to management risk because it is an actively-managed investment fund. The Adviser will apply its investment techniques and risk analyses in making investment decisions for the Portfolio, but there is no guarantee that its techniques will produce the intended results. Some of these techniques may incorporate, or rely upon, quantitative models, but there is no guarantee that these models will generate accurate forecasts, reduce risk or otherwise perform as expected.

NOTE G: Joint Credit Facility

A number of open-end mutual funds managed by the Adviser, including the Portfolio, participate in a $325 million revolving credit facility (the "Facility") intended to provide short-term financing related to redemptions and other short term liquidity requirements, subject to certain restrictions. Commitment fees related to the Facility are paid by the participating funds and are included in miscellaneous expenses in the statement of operations. The Portfolio did not utilize the Facility during the year ended December 31, 2021.

NOTE H: Distributions to Shareholders

The tax character of distributions paid during the fiscal years ended December 31, 2021 and December 31, 2020 were as follows:

	2021	2020
Distributions paid from:		
Ordinary income	$1,364,360	$1,411,184
Net long-term capital gains	198,097	0
Total taxable distributions paid	$1,562,457	$1,411,184

As of December 31, 2021, the components of accumulated earnings/(deficit) on a tax basis were as follows:

Undistributed ordinary income	$ 491,453
Undistributed capital gains	270,798
Other losses	(3,643)(a)
Unrealized appreciation/(depreciation)	492,385(b)
Total accumulated earnings/(deficit)	$1,250,993

(a) As of December 31, 2021, the cumulative deferred loss on straddles was $3,643.

(b) The differences between book-basis and tax-basis unrealized appreciation/(depreciation) are attributable primarily to the recognition for tax purposes of unrealized gains/losses on certain derivative instruments, the tax treatment of swaps, the tax deferral of losses on wash sales, and the tax treatment of callable bonds.

For tax purposes, net realized capital losses may be carried over to offset future capital gains, if any. Funds are permitted to carry forward capital losses for an indefinite period, and such losses will retain their character as either short-term or long-term capital losses. As of December 31, 2021, the Portfolio did not have any capital loss carryforwards.

During the current fiscal year, there were no permanent differences that resulted in adjustments to distributable earnings or additional paid-in capital.

NOTE I: Recent Accounting Pronouncements
In March 2020, the Financial Accounting Standards Board issued an Accounting Standards Update, ASU 2020-04, "Reference Rate Reform (Topic 848) – Facilitation of the Effects of Reference Rate Reform on Financial Reporting." ASU 2020-04 provides optional guidance to ease the potential accounting burden due to the discontinuation of the LIBOR and other interbank-offered based reference rates. ASU 2020-04 is effective as of March 12, 2020 through December 31, 2022. Management is currently evaluating the impact, if any, of applying ASU 2020-04.

NOTE J: Subsequent Events
At a meeting held on November 2-4, 2021, the Portfolio's Board of Directors approved the liquidation and termination of the Portfolio (the "Liquidation"). The Portfolio expects to make liquidating distributions on or shortly after March 4, 2022 and will convert its assets to cash shortly before this date. The insurance company separate accounts through which owners of variable insurance contracts hold interests in the Portfolio will give such Contractholders notice of the Liquidation as well as information about allocating their variable insurance contract assets to other investment options available under their contracts.

Management has evaluated subsequent events for possible recognition or disclosure in the financial statements through the date the financial statements are issued. Management has determined that there are no other material events that would require disclosure in the Portfolio's financial statements through this date.

For Federal income tax purposes, the following information is furnished with respect to the distributions paid by the Portfolio during the taxable year ended December 31, 2021. The Portfolio designates $198,097 of dividends paid as long-term capital gains dividends.

Selected Data For A Share Of Capital Stock Outstanding Throughout Each Period

	CLASS A				
	Year Ended December 31,				
	2021	2020	2019	2018	2017
Net asset value, beginning of period	$10.99	$10.73	$10.21	$10.56	$10.65
Income From Investment Operations					
Net investment income (a)	.14(b)	.22(b)	.26(b)	.23(b)	.23
Net realized and unrealized gain (loss) on investment and foreign currency transactions	(.29)	.41	.57	(.31)	.14
Contributions from Affiliates	–0–	–0–	.00(c)	–0–	.00(c)
Net increase (decrease) in net asset value from operations	(.15)	.63	.83	(.08)	.37
Less: Dividends and Distributions					
Dividends from net investment income	(.17)	(.37)	(.31)	(.13)	(.36)
Distributions from net realized gain on investment transactions	(.30)	–0–	–0–	(.14)	(.10)
Total dividends and distributions	(.47)	(.37)	(.31)	(.27)	(.46)
Net asset value, end of period	$10.37	$10.99	$10.73	$10.21	$10.56
Total Return					
Total investment return based on net asset value (d)*	(1.45)%	5.96%	8.20%	(.72)%	3.52%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$25,115	$30,529	$32,763	$33,267	$38,172
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	1.39%	1.27%	1.26%	1.16%	1.11%
Expenses, before waivers/reimbursements	1.39%	1.27%	1.27%	1.16%	1.11%
Net investment income	1.30%(b)	1.99%(b)	2.48%(b)	2.20%(b)	2.11%
Portfolio turnover rate**	144%	89%	75%	155%	216%

See footnote summary on page 45.

Selected Data For A Share Of Capital Stock Outstanding Throughout Each Period

	CLASS B				
	Year Ended December 31,				
	2021	2020	2019	2018	2017
Net asset value, beginning of period	$10.87	$10.62	$10.10	$10.45	$10.54
Income From Investment Operations					
Net investment income (a)	.11(b)	.19(b)	.23(b)	.20(b)	.20
Net realized and unrealized gain (loss) on investment and foreign currency transactions	(.28)	.41	.58	(.31)	.14
Contributions from Affiliates	–0–	–0–	.00(c)	–0–	.00(c)
Net increase (decrease) in net asset value from operations	(.17)	.60	.81	(.11)	.34
Less: Dividends and Distributions					
Dividends from net investment income	(.14)	(.35)	(.29)	(.10)	(.33)
Distributions from net realized gain on investment transactions	(.30)	–0–	–0–	(.14)	(.10)
Total dividends and distributions	(.44)	(.35)	(.29)	(.24)	(.43)
Net asset value, end of period	$10.26	$10.87	$10.62	$10.10	$10.45
Total Return					
Total investment return based on net asset value (d)*	(1.64)%	5.64%	7.99%	(1.01)%	3.28%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$9,826	$11,309	$11,652	$12,054	$14,786
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	1.64%	1.52%	1.51%	1.41%	1.36%
Expenses, before waivers/reimbursements	1.64%	1.52%	1.52%	1.41%	1.36%
Net investment income	1.03%(b)	1.74%(b)	2.23%(b)	1.95%(b)	1.87%
Portfolio turnover rate **	144%	89%	75%	155%	216%

(a) Based on average shares outstanding.

(b) Net of expenses waived/reimbursed by the Adviser.

(c) Amount is less than $.005.

(d) Total investment return is calculated assuming an initial investment made at the net asset value at the beginning of the period, reinvestment of all dividends and distributions at net asset value during the period, and redemption on the last day of the period. Total return does not reflect (i) insurance company's separate account related expense charges and (ii) the deductions of taxes that a shareholder would pay on Portfolio distributions or the redemption of Portfolio shares. Total investment return calculated for a period of less than one year is not annualized.

* Includes the impact of proceeds received and credited to the Portfolio resulting from class action settlements, which enhanced the Portfolio's performance for the years ended December 31, 2019 and December 31, 2017 by .03% and .03%, respectively.

** The Portfolio accounts for dollar roll transactions as purchases and sales.

See notes to financial statements.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of AB Intermediate Bond Portfolio

Opinion on the Financial Statements

We have audited the accompanying statement of assets and liabilities of AB Intermediate Bond Portfolio (the "Portfolio") (one of the portfolios constituting AB Variable Products Series Fund, Inc. (the "Fund")), including the portfolio of investments, as of December 31, 2021, and the related statement of operations for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, the financial highlights for each of the five years in the period then ended and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Portfolio (one of the portfolios constituting AB Variable Products Series Fund, Inc.) at December 31, 2021, 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 then ended and its financial highlights for each of the five years in the period then ended, in conformity with U.S. generally accepted accounting principles.

Basis for Opinion

These financial statements are the responsibility of the Fund's management. Our responsibility is to express an opinion on the Portfolio'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 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. The Fund is not required to have, nor were we engaged to perform, an audit of the Fund's internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control over financial reporting. Accordingly, we express no such opinion.

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 procedures included confirmation of securities owned as of December 31, 2021, by correspondence with the custodian and others or by other appropriate auditing procedures where replies from others were not received. 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. We believe that our audits provide a reasonable basis for our opinion.

Ernst + Young LLP

We have served as the auditor of one or more of the AB investment companies since 1968.

New York, New York
February 14, 2022

BOARD OF DIRECTORS

Marshall C. Turner, Jr.[1], *Chairman*
Jorge A. Bermudez[1]
Michael J. Downey[1]
Onur Erzan, *President and Chief Executive Officer*
Nancy P. Jacklin[1]
Jeanette W. Loeb[1]
Carol C. McMullen[1]
Garry L. Moody[1]

OFFICERS

Michael Canter[2]**,** *Vice President*
Janaki Rao[2]**,** *Vice President*
Emilie D. Wrapp, *Secretary*
Michael B. Reyes, *Senior Vice President and Senior Analyst*
Joseph J. Mantineo, *Treasurer and Chief Financial Officer*
Phyllis J. Clarke, *Controller*
Vincent S. Noto, *Chief Compliance Officer*

CUSTODIAN AND ACCOUNTING AGENT
State Street Bank and Trust Company
State Street Corporation CCB/5
1 Iron Street
Boston, MA 02210

LEGAL COUNSEL
Seward & Kissel LLP
One Battery Park Plaza
New York, NY 10004

DISTRIBUTOR
AllianceBernstein Investments, Inc.
501 Commerce Street
Nashville, TN 37203

TRANSFER AGENT
AllianceBernstein Investor Services, Inc.
P.O. Box 786003
San Antonio, TX 78278
Toll-Free (800) 221-5672

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
Ernst & Young LLP
One Manhattan West
New York, NY 10001

(1) Member of the Audit Committee, the Governance and Nominating Committee, and the Independent Directors Committee.

(2) The day-to-day management of, and investment decisions for, the Portfolio's portfolio are made by the Adviser's U.S. Core Fixed Income Investment Team. Messrs. Canter and Rao are the investment professionals with the most significant responsibility for the day-to-day management of the Portfolio's portfolio.

Board of Directors Information

The business and affairs of the Fund are managed under the direction of the Board of Directors. Certain information concerning the Fund's Directors is set forth below.

NAME, ADDRESS*, AGE, (YEAR FIRST ELECTED**)	PRINCIPAL OCCUPATION(S) DURING PAST FIVE YEARS AND OTHER INFORMATION***	PORTFOLIOS IN AB FUND COMPLEX OVERSEEN BY DIRECTOR	OTHER PUBLIC COMPANY DIRECTORSHIPS CURRENTLY HELD BY DIRECTOR
INTERESTED DIRECTOR			
Onur Erzan, # 1345 Avenue of the Americas New York, NY 10105 46 (2021)	Senior Vice President of AllianceBernstein L.P. (the "Adviser") and Head of the Global Client Group overseeing AB's institutional and retail businesses, where he is responsible for all client services, sales and marketing, as well as product strategy, management and development worldwide. Director, President and Chief Executive Officer of the AB Mutual Funds as of April 1, 2021. Prior to joining the firm in January 2021, he spent 20 years with McKinsey (management consulting firm), most recently as a senior partner and co-leader of its Wealth & Asset Management practice. In addition, he co-led McKinsey's Banking & Securities Solutions (a portfolio of data, analytics, and digital assets and capabilities) globally.	74	None
DISINTERESTED DIRECTORS			
Marshall C. Turner, Jr., ## *Chairman of the Board* 80 (2005)	Private Investor since prior to 2017. Former Chairman and CEO of Dupont Photomasks, Inc. (components of semi-conductor manufacturing). He was a Director of Xilinx, Inc. (programmable logic semiconductors and adaptable, intelligent computing) from 2007 through August 2020, and is a former director of 33 other companies and organizations. He has extensive operating leadership and venture capital investing experience, including five interim or full-time CEO roles, and prior service as general partner of institutional venture capital partnerships. He also has extensive non-profit board leadership experience, and currently serves on the boards of two education and science-related non-profit organizations. He has served as a director of one AB Fund since 1992, and director or trustee of all AB Funds since 2005. He has been Chairman of the AB Funds since January 2014, and the Chairman of the Independent Directors Committees of such AB Funds since February 2014.	74	None

NAME, ADDRESS*, AGE, (YEAR FIRST ELECTED**)	PRINCIPAL OCCUPATION(S) DURING PAST FIVE YEARS AND OTHER INFORMATION***	PORTFOLIOS IN AB FUND COMPLEX OVERSEEN BY DIRECTOR	OTHER PUBLIC COMPANY DIRECTORSHIPS CURRENTLY HELD BY DIRECTOR
DISINTERESTED DIRECTORS (continued)			
Jorge A. Bermudez, ## 70 (2020)	Private Investor since prior to 2017. Formerly, Chief Risk Officer of Citigroup, Inc., a global financial services company, from November 2007 to March 2008, Chief Executive Officer of Citigroup's Commercial Business Group in North America and Citibank Texas from 2005 to 2007, and a variety of other executive and leadership roles at various businesses within Citigroup prior to then; Chairman (2018) of the Texas A&M Foundation Board of Trustees (Trustee since 2013) and Chairman of the Smart Grid Center Board at Texas A&M University since 2012; director of, among others, Citibank N.A. from 2005 to 2008, the Federal Reserve Bank of Dallas, Houston Branch from 2009 to 2011, the Federal Reserve Bank of Dallas from 2011 to 2017, and the Electric Reliability Council of Texas from 2010 to 2016. He has served as director or trustee of the AB Funds since January 2020.	74	Moody's Corporation since April 2011
Michael J. Downey, ## 78 (2005)	Private Investor since prior to 2017. Formerly, Chairman of The Asia Pacific Fund, Inc. (registered investment company) since prior to 2017 until January 2019. From 1987 until 1993, Chairman and CEO of Prudential Mutual Fund Management, director of the Prudential mutual funds, and member of the Executive Committee of Prudential Securities, Inc. He has served as a director or trustee of the AB Funds since 2005.	74	None
Nancy P. Jacklin, ## 73 (2006)	Private Investor since prior to 2017. Professorial Lecturer at the Johns Hopkins School of Advanced International Studies (2008–2015). U.S. Executive Director of the International Monetary Fund (which is responsible for ensuring the stability of the international monetary system), (December 2002–May 2006); Partner, Clifford Chance (1992–2002); Sector Counsel, International Banking and Finance, and Associate General Counsel, Citicorp (1985–1992); Assistant General Counsel (International), Federal Reserve Board of Governors (1982–1985); and Attorney Advisor, U.S. Department of the Treasury (1973–1982). Member of the Bar of the District of Columbia and of New York; and member of the Council on Foreign Relations. She has served as a director or trustee of the AB Funds since 2006 and has been Chair of the Governance and Nominating Committees of the AB Funds since August 2014.	74	None

NAME, ADDRESS*, AGE, (YEAR FIRST ELECTED**)	PRINCIPAL OCCUPATION(S) DURING PAST FIVE YEARS AND OTHER INFORMATION***	PORTFOLIOS IN AB FUND COMPLEX OVERSEEN BY DIRECTOR	OTHER PUBLIC COMPANY DIRECTORSHIPS CURRENTLY HELD BY DIRECTOR
DISINTERESTED DIRECTORS (continued)			
Jeanette W. Loeb, ## 69 (2020)	Chief Executive Officer of PetCareRx (e-commerce pet pharmacy) from 2002 to 2011 and 2015 to present. Director of New York City Center since 2005. She was a director of AB Multi-Manager Alternative Fund, Inc. (fund of hedge funds) from 2012 to 2018. Formerly, affiliated with Goldman Sachs Group, Inc. (financial services) from 1977 to 1994, including as a partner thereof from 1986 to 1994. She has served as director or trustee of the AB Funds since April 2020.	74	Apollo Investment Corp. (business development company) since August 2011
Carol C. McMullen, ## 66 (2016)	Managing Director of Slalom Consulting (consulting) since 2014, private investor and a member of the Advisory Board of Butcher Box (since 2018). Formerly, member, Partners Healthcare Investment Committee (2010–2019); Director of Norfolk & Dedham Group (mutual property and casualty insurance) from 2011 until November 2016; Director of Partners Community Physicians Organization (healthcare) from 2014 until December 2016; and Managing Director of The Crossland Group (consulting) from 2012 until 2013. She has held a number of senior positions in the asset and wealth management industries, including at Eastern Bank (where her roles included President of Eastern Wealth Management), Thomson Financial (Global Head of Sales for Investment Management), and Putnam Investments (where her roles included Chief Investment Officer, Core and Growth and Head of Global Investment Research). She has served on a number of private company and non-profit boards, and as a director or trustee of the AB Funds since June 2016.	74	None
Garry L. Moody, ## 69 (2008)	Private Investor since prior to 2017. Formerly, Partner, Deloitte & Touche LLP (1995-2008) where he held a number of senior positions, including Vice Chairman, and U.S. and Global Investment Management Practice Managing Partner; President, Fidelity Accounting and Custody Services Company (1993-1995), where he was responsible for accounting, pricing, custody and reporting for the Fidelity mutual funds; and Partner, Ernst & Young LLP (1975-1993), where he served as the National Director of Mutual Fund Tax Services and Managing Partner of its Chicago Office Tax department. He is a member of the Trustee Advisory Board of BoardIQ, a biweekly publication focused on issues and news affecting directors of mutual funds. He is also a member of the Investment Company Institute's Board of Governors and the Independent Directors Council's Governing Council. He has served as a director or trustee, and as Chairman of the Audit Committees, of the AB Funds since 2008.	74	None

* *The address for the Fund's disinterested Directors is c/o AllianceBernstein L.P., Attention: Legal & Compliance Department—Mutual Fund Legal, 1345 Avenue of the Americas, New York, NY 10105.*

** *There is no stated term of office for the Fund's Directors.*

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

\# *Mr. Erzan is an "interested person" of the Fund, as defined in the "1940 Act", due to his position as a Senior Vice President of the Adviser.*

\## *Member of the Audit Committee, the Governance and Nominating Committee, and the Independent Directors Committee.*

Officer Information

Certain information concerning the Portfolio's Officers is listed below.

NAME, ADDRESS*, AGE	PRINCIPAL POSITION(S) HELD WITH FUND	PRINCIPAL OCCUPATION DURING PAST FIVE YEARS
Onur Erzan 46	President and Chief Executive Officer	See biography above.
Michael Canter 52	Vice President	Senior Vice President of the Adviser**, with which he has been associated since prior to 2017. He is also the Director of Securitized Assets and US Multi-Sector Fixed-Income.
Janaki Rao 51	Vice President	Senior Vice President of the Adviser**, with which he has been associated since prior to 2017.
Emilie D. Wrapp 66	Secretary	Senior Vice President, Assistant General Counsel and Assistant Secretary of ABI**, with which she has been associated since prior to 2017.
Michael B. Reyes 45	Senior Vice President and Senior Analyst	Vice President of the Adviser**, with which he has been associated since prior to 2017.
Joseph J. Mantineo 62	Treasurer and Chief Financial Officer	Senior Vice President of AllianceBernstein Investor Services, Inc. ("ABIS")**, with which he has been associated since prior to 2017.
Phyllis J. Clarke 61	Controller	Vice President of ABIS**, with which she has been associated since prior to 2017.
Vincent S. Noto 57	Chief Compliance Officer	Senior Vice President and Mutual Fund Chief Compliance Officer of the Adviser** since prior to 2017.

* *The address for each of the Portfolio's Officers is 1345 Avenue of the Americas, New York, NY 10105.*

** *The Adviser, ABI and ABIS are affiliates of the Fund.*

The Fund's Statement of Additional Information ("SAI") has additional information about the Directors and Officers and is available without charge upon request. Contact your financial representative or the Adviser at (800) 227-4618, or visit www.abfunds.com, for a free prospectus or SAI.

OPERATION AND EFFECTIVENESS OF THE PORTFOLIO'S LIQUIDITY RISK MANAGEMENT PROGRAM:

In October 2016, the Securities and Exchange Commission ("SEC") adopted the open-end fund liquidity rule (the "Liquidity Rule"). In June 2018 the SEC adopted a requirement that funds disclose information about the operation and effectiveness of their Liquidity Risk Management Program ("LRMP") in their reports to shareholders.

One of the requirements of the Liquidity Rule is for the Portfolio to designate an Administrator of the Portfolio's Liquidity Risk Management Program. The Administrator of the Portfolio's LRMP is AllianceBernstein L.P., the Portfolio's investment adviser (the "Adviser"). The Adviser has delegated the responsibility to its Liquidity Risk Management Committee (the "Committee").

Another requirement of the Liquidity Rule is for the Portfolio's Board of Directors (the "Fund Board") to receive an annual written report from the Administrator of the LRMP, which addresses the operation of the Portfolio's LRMP and assesses its adequacy and effectiveness. The Adviser provided the Fund Board with such annual report during the first quarter of 2021, which covered the period January 1, 2020 through December 31, 2020 (the "Program Reporting Period").

The LRMP's principal objectives include supporting the Portfolio's compliance with limits on investments in illiquid assets and mitigating the risk that the Portfolio will be unable to meet its redemption obligations in a timely manner.

Pursuant to the LRMP, the Portfolio classifies the liquidity of its portfolio investments into one of the four categories defined by the SEC: Highly Liquid, Moderately Liquid, Less Liquid, and Illiquid. These classifications are reported to the SEC on Form N-PORT.

During the Program Reporting Period, the Committee reviewed whether the Portfolio's strategy is appropriate for an open-end structure, incorporating any holdings of less liquid and illiquid assets. If the Portfolio participated in derivative transactions, the exposure from such transactions were considered in the LRMP.

The Committee also performed an analysis to determine whether the Portfolio is required to maintain a Highly Liquid Investment Minimum ("HLIM"). The Committee also incorporated the following information when determining the Portfolio's reasonably anticipated trading size for purposes of liquidity monitoring: historical net redemption activity, a Portfolio's concentration in an issuer, shareholder concentration, investment performance, total net assets, and distribution channels.

The Adviser informed the Fund Board that the Committee believes the Portfolio's LRMP is adequately designed, has been implemented as intended, and has operated effectively since its inception. No material exceptions have been noted since the implementation of the LRMP. During the Program Reporting Period, beginning in March 2020, all financial markets experienced extreme levels of price volatility and relative illiquidity resulting from the COVID-19 impacts on the global economy. This extreme relative illiquidity resulted in significantly wider bid-ask spreads to transact in securities, including many of those securities held by the Portfolio, and in a diminished depth of liquidity in most markets, to varying degrees. Nonetheless, there were no liquidity events that impacted the Portfolio or its ability to timely meet redemptions during the Program Reporting Period.

INFORMATION REGARDING THE REVIEW AND APPROVAL OF THE FUND'S ADVISORY AGREEMENT

The disinterested directors (the "directors") of AB Variable Products Series Fund, Inc. (the "Company") approved the continuance of the Company's Advisory Agreement with the Adviser in respect of AB Intermediate Bond Portfolio (the "Fund") at a meeting held by video conference on November 2-4, 2021 (the "Meeting"). At the Meeting the directors also approved the liquidation and termination of the Fund (the "Liquidation") with the Liquidation expected to be effective on or shortly after March 4, 2022.

Prior to approval of the continuance of the Advisory Agreement, the directors had requested from the Adviser, and received and evaluated, extensive materials. They reviewed the proposed continuance of the Advisory Agreement with the Adviser and with experienced counsel who are independent of the Adviser, who advised on the relevant legal standards. The directors also reviewed additional materials, including comparative analytical data prepared by the Senior Analyst for the Fund. The directors also discussed the proposed continuance in private sessions with counsel.

The directors considered their knowledge of the nature and quality of the services provided by the Adviser to the Fund gained from their experience as directors or trustees of most of the registered investment companies advised by the Adviser, their overall confidence in the Adviser's integrity and competence they have gained from that experience, the Adviser's initiative in identifying and raising potential issues with the directors and its responsiveness, frankness and attention to concerns raised by the directors in the past, including the Adviser's willingness to consider and implement organizational and operational changes designed to improve investment results and the services provided to the AB Funds. The directors noted that they have four regular meetings each year, at each of which they review extensive materials and information from the Adviser, including information on the investment performance of the Fund and the money market fund advised by the Adviser in which the Fund invests a portion of its assets.

The directors also considered all factors they believed relevant, including the specific matters discussed below. During the course of their deliberations, the directors evaluated, among other things, the reasonableness of the advisory fee. The directors did not identify any particular information that was all-important or controlling, and different directors may have attributed different weights to the various factors. The directors determined that the selection of the Adviser to manage the Fund and the overall arrangements between the Fund and the Adviser, as provided in the Advisory Agreement, including the advisory fee, were fair and reasonable in light of the services performed, expenses incurred and such other matters as the directors considered relevant in the exercise of their business judgment. The material factors and conclusions that formed the basis for the directors' determinations included the following:

Nature, Extent and Quality of Services Provided

The directors considered the scope and quality of services provided by the Adviser under the Advisory Agreement, including the quality of the investment research capabilities of the Adviser and the other resources it has dedicated to performing services for the Fund. The directors noted that the Adviser from time to time reviews the Fund's investment strategies and from time to time proposes changes intended to improve the Fund's relative or absolute performance for the directors' consideration. They also noted the professional experience and qualifications of the Fund's portfolio management team and other senior personnel of the Adviser. The directors also considered that the Advisory Agreement provides that the Fund will reimburse the Adviser for the cost to it of providing certain clerical, accounting, administrative and other services to the Fund by employees of the Adviser or its affiliates. Requests for these reimbursements are made on a quarterly basis and subject to approval by the directors. Reimbursements, to the extent requested and paid, result in a higher rate of total compensation from the Fund to the Adviser than the fee rate stated in the Advisory Agreement. The directors noted that the methodology used to determine the reimbursement amounts had been reviewed by an independent consultant at the request of the directors. The quality of administrative and other services, including the Adviser's role in coordinating the activities of the Fund's other service providers, also was considered. The directors concluded that, overall, they were satisfied with the nature, extent and quality of services provided to the Fund under the Advisory Agreement.

Costs of Services Provided and Profitability

The directors reviewed a schedule of the revenues and expenses and related notes indicating the profitability of the Fund to the Adviser for calendar years 2019 and 2020 that had been prepared with an expense allocation methodology arrived at in consultation with an independent consultant at the request of the directors. The directors noted the assumptions and methods of allocation used by the Adviser in preparing fund-specific profitability data and understood that there are a number of potentially acceptable allocation methodologies for information of this type. The directors noted that the profitability information reflected all revenues and expenses of the Adviser's relationship with the Fund, including those relating to its subsidiaries that provide transfer agency and distribution services to the Fund. The directors recognized that it is difficult to make comparisons of the profitability of the Advisory Agreement with the profitability of fund advisory contracts for unaffiliated funds because comparative information is not generally publicly available and is affected by numerous factors. The directors focused on the profitability of the Adviser's relationship with the Fund before taxes and distribution expenses. The directors concluded that the Adviser's level of profitability from its relationship with the Fund was not unreasonable.

Fall-Out Benefits

The directors considered the other benefits to the Adviser and its affiliates from their relationships with the Fund and the money market fund advised by the Adviser in which the Fund invests, including, but not limited to, benefits relating to 12b-1 fees and sales charges received by the Fund's principal underwriter (which is a wholly owned subsidiary of the Adviser) in respect of the Fund's Class B shares; and transfer agency fees paid by the Fund to a wholly owned subsidiary of the Adviser. The directors recognized that the Adviser's profitability would be somewhat lower without these benefits. The directors understood that the Adviser also might derive reputational and other benefits from its association with the Fund.

Investment Results

In addition to the information reviewed by the directors in connection with the Meeting, the directors receive detailed performance information for the Fund at each regular Board meeting during the year.

At the Meeting, the directors reviewed performance information prepared by an independent service provider (the "15(c) service provider"), showing the performance of the Class A Shares of the Fund against a group of similar funds ("peer group") and a larger group of similar funds ("peer universe"), each selected by the 15(c) service provider, and information prepared by the Adviser showing performance of the Class A Shares against a broad-based securities market index, in each case for the 1-, 3-, 5- and 10-year periods ended July 31, 2021 and (in the case of comparisons with the broad-based securities market index) for the period from inception. Based on their review, the directors concluded that the Fund's investment performance was acceptable.

Advisory Fees and Other Expenses

The directors considered the advisory fee rate payable by the Fund to the Adviser and information prepared by the 15(c) service provider concerning advisory fee rates payable by other funds in the same category as the Fund. The directors recognized that it is difficult to make comparisons of advisory fees because there are variations in the services that are included in the fees payable by other funds. The directors compared the Fund's contractual effective advisory fee rate with a peer group median. Taking into account the administrative expense reimbursement paid to the Adviser in the latest fiscal year, the directors noted that the Adviser's total rate of compensation was above the median.

The directors also considered the Adviser's fee schedule for other clients utilizing investment strategies similar to those of the Fund. For this purpose, they reviewed the relevant advisory fee information from the Adviser's Form ADV and in a report from the Fund's Senior Analyst and noted the differences between the Fund's fee schedule, on the one hand, and the Adviser's institutional fee schedule and the schedule of fees charged by the Adviser to any offshore funds and for services to any sub-advised funds utilizing investment strategies similar to those of the Fund, on the other. The directors noted that the Adviser may, in some cases, agree to fee rates with large institutional clients that are lower than those reviewed by the directors and that they had previously discussed with the Adviser its policies in respect of such arrangements. The directors also compared the advisory fee rate for the Fund with that for another fund advised by the Adviser utilizing similar investment strategies.

The Adviser reviewed with the directors the significantly greater scope of the services it provides to the Fund relative to institutional, offshore fund and sub-advised fund clients. In this regard, the Adviser noted, among other things, that, compared to institutional and offshore or sub-advisory accounts, the Fund (i) demands considerably more portfolio management, research and trading resources due to significantly higher daily cash flows; (ii) has more tax and regulatory restrictions and compliance obligations; (iii) must prepare and file or distribute regulatory and other communications about fund operations; and (iv) must provide shareholder servicing to retail investors. The Adviser also reviewed the greater legal risks presented by the large and changing population of Fund shareholders who may assert claims against the Adviser in individual or class actions, and the greater entrepreneurial risk in offering new fund products, which require substantial investment to launch, may not succeed, and generally must be priced to compete with larger, more established funds resulting in lack of profitability to the Adviser until a new fund achieves scale. In light of the substantial differences in services rendered by the Adviser to institutional, offshore fund and sub-advised fund clients as compared to the Fund, and the different risk profile, the directors considered these fee comparisons inapt and did not place significant weight on them in their deliberations.

In connection with their review of the Fund's advisory fee, the directors also considered the total expense ratio of the Class A shares of the Fund in comparison to a peer group and a peer universe selected by the 15(c) service provider. The Class A expense ratio of the Fund was based on the Fund's latest fiscal year. The directors noted that it was likely that the expense ratios of some of the other funds in the Fund's category were lowered by waivers or reimbursements by those funds' investment advisers, which in some cases might be voluntary or temporary. The directors view expense ratio information as relevant to their evaluation of the Adviser's services because the Adviser is responsible for coordinating services provided to the Fund by others. The directors noted that the Fund's expense ratio was above the medians. After reviewing and discussing the Adviser's explanations of the reasons for this, the directors concluded that the Fund's expense ratio was acceptable.

Economies of Scale

The directors noted that the advisory fee schedule for the Fund contains breakpoints that reduce the fee rates on assets above specified levels. The directors took into consideration prior presentations by an independent consultant on economies of scale in the mutual fund industry and for the AB Funds, and presentations from time to time by the Adviser concerning certain of its views on economies of scale. The directors also had requested and received from the Adviser certain updates on economies of scale in advance of the Meeting. The directors believe that economies of scale may be realized (if at all) by the Adviser across a variety of products and services, and not only in respect of a single fund. The directors noted that there is no established methodology for setting breakpoints that give effect to the fund-specific services provided by a fund's adviser and to the economies of scale that an adviser may realize in its overall mutual fund business or those components of it which directly or indirectly affect a fund's operations. The directors observed that in the mutual fund industry as a whole, as well as among funds similar to the Fund, there is no uniformity or pattern in the fees and asset levels at which breakpoints (if any) apply. The directors also noted that the advisory agreements for many funds do not have breakpoints at all. Having taken these factors into account, the directors concluded that the Fund's shareholders would benefit from a sharing of economies of scale in the event the Fund's net assets exceed a breakpoint in the future.

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