

Fidelity[®] Variable Insurance Products:

Mid Cap Portfolio

Annual Report
December 31, 2020



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

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

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

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

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

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

NOT FDIC INSURED •MAY LOSE VALUE •NO BANK GUARANTEE

Neither the Fund nor Fidelity Distributors Corporation is a bank.

Note to Shareholders:

Early in 2020, the outbreak and spread of a new coronavirus emerged as a public health emergency that had a major influence on financial markets, primarily based on its impact on the global economy and the outlook for corporate earnings. The virus causes a respiratory disease known as COVID-19. On March 11, the World Health Organization declared the COVID-19 outbreak a pandemic, citing sustained risk of further global spread.

In the weeks following, as the crisis worsened, we witnessed an escalating human tragedy with wide-scale social and economic consequences from coronavirus-containment measures. The outbreak of COVID-19 prompted a number of measures to limit the spread, including travel and border restrictions, quarantines, and restrictions on large gatherings. In turn, these resulted in lower consumer activity, diminished demand for a wide range of products and services, disruption in manufacturing and supply chains, and — given the wide variability in outcomes regarding the outbreak — significant market uncertainty and volatility. Amid the turmoil, global governments and central banks took unprecedented action to help support consumers, businesses, and the broader economies, and to limit disruption to financial systems.

The situation continues to unfold, and the extent and duration of its impact on financial markets and the economy remain highly uncertain. Extreme events such as the coronavirus crisis are “exogenous shocks” that can have significant adverse effects on mutual funds and their investments. Although multiple asset classes may be affected by market disruption, the duration and impact may not be the same for all types of assets.

Fidelity is committed to helping you stay informed amid news about COVID-19 and during increased market volatility, and we’re taking extra steps to be responsive to customer needs. We encourage you to visit our websites, where we offer ongoing updates, commentary, and analysis on the markets and our funds.

Performance: The Bottom Line

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

Average Annual Total Returns

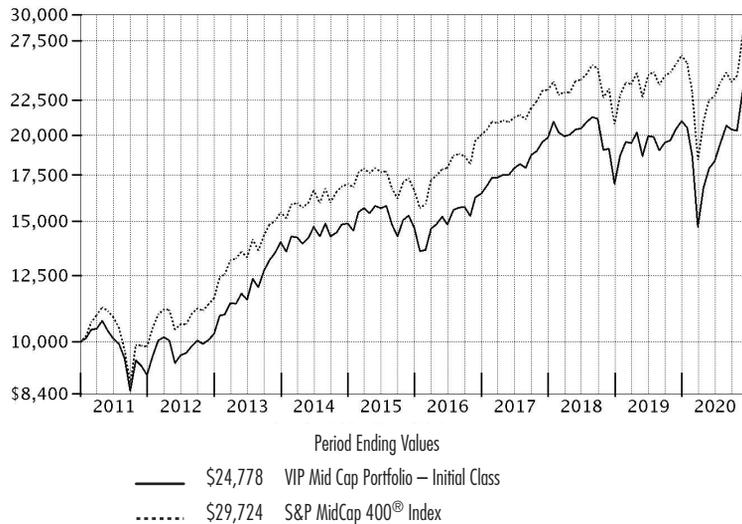
For the periods ended December 31, 2020

	Past 1 year	Past 5 years	Past 10 years
Initial Class	18.19%	11.07%	9.50%
Service Class	18.04%	10.96%	9.39%
Service Class 2	17.87%	10.79%	9.22%
Investor Class	18.08%	10.98%	9.41%

\$10,000 Over 10 Years

Let's say hypothetically that \$10,000 was invested in VIP Mid Cap Portfolio – Initial Class on December 31, 2010.

The chart shows how the value of your investment would have changed, and also shows how the S&P MidCap 400® Index performed over the same period.



Management's Discussion of Fund Performance

Market Recap: The S&P 500[®] index gained 18.40% in 2020, a highly volatile and unpredictable year that will be remembered by most investors for the impact of the coronavirus pandemic. The early-2020 outbreak and spread of COVID-19 resulted in stocks suffering one of the quickest declines on record, through March 23, followed by a historic rebound that culminated with the index closing the year at an all-time high. The crisis and containment efforts caused broad contraction in economic activity, along with extreme uncertainty and dislocation in financial markets. A rapid and expansive U.S. monetary/fiscal-policy response partially offset the economic disruption and fueled the market surge, as did resilient corporate earnings and the potential for a COVID-19 vaccine breakthrough. The rally slowed in early September, when the S&P 500 began a two-month retreat amid Congress's inability to reach a deal on additional fiscal stimulus, as well as concerns about election uncertainty, indications the U.S. economic recovery was stalling and a new wave of COVID-19 cases. November (+11%) was a much different story, however, as investors reacted favorably to election results. The momentum continued in December (+4%), driven by regulatory approvals for two COVID-19 vaccines in the U.S. By sector for the full year, information technology (+44%) and consumer discretionary (+33%) led the way, boosted by a handful of large growth stocks. In contrast, energy shares (-34%) struggled along with global oil demand and pricing.

Comments from Co-Managers Thomas Allen and Daniel Sherwood: For the year ending December 31, 2020, the fund's share classes gained about 18%, outperforming the 13.66% advance of the benchmark S&P MidCap 400 Index. Versus the benchmark, security selection was the primary contributor, especially within the industrials sector. Strong picks in the communication services sector, especially within the media & entertainment industry, also boosted the fund's relative result. Also bolstering the fund's performance were stock picks in utilities. The biggest individual relative contributor was an overweight position in Sunrun (+402%), which was among the largest holdings as of December 31. Another key contributor was our out-of-benchmark position in Activision Blizzard (+56%). This stock was among the fund's biggest holdings. Another key relative contributor was an out-of-benchmark stake in Samsung SDI (+182%), one of our largest holdings at period end. In contrast, the biggest detractor from performance versus the benchmark was security selection in health care. An overweighting in energy, along with investment choices among financials stocks, also hampered the fund's relative performance. Not owning Etsy, a benchmark component that gained about 152%, was the biggest individual relative detractor. Our second-largest relative detractor this period was avoiding West Pharmaceutical Services, a benchmark component that rose about 41% in 2020. Lastly, not owning Dominos Pizza, a benchmark component that gained 29%, also hurt performance. Notable changes in positioning include increased exposure to the consumer discretionary sector and a lower allocation to consumer staples.

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

Investment Summary (Unaudited)

Top Ten Stocks as of December 31, 2020

	% of fund's net assets
Deckers Outdoor Corp.	2.3
Activision Blizzard, Inc.	1.7
Sunrun, Inc.	1.7
Generac Holdings, Inc.	1.6
The AES Corp.	1.5
Caesars Entertainment, Inc.	1.4
ITT, Inc.	1.4
SolarEdge Technologies, Inc.	1.3
Samsung SDI Co. Ltd.	1.3
Churchill Downs, Inc.	1.3
	<u>15.5</u>

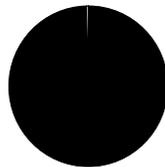
Top Five Market Sectors as of December 31, 2020

	% of fund's net assets
Information Technology	17.9
Industrials	15.3
Consumer Discretionary	14.9
Financials	13.1
Health Care	8.6

Asset Allocation (% of fund's net assets)

As of December 31, 2020*

■ Stocks	99.6%
□ Short-Term Investments and Net Other Assets (Liabilities)	0.4%



* Foreign investments – 15.0%

Schedule of Investments December 31, 2020

Showing Percentage of Net Assets

Common Stocks – 99.6%

	Shares	Value
COMMUNICATION SERVICES – 5.1%		
Entertainment – 3.1%		
Activision Blizzard, Inc.	1,381,400	\$ 128,262,990
Cinemark Holdings, Inc.	612,400	10,661,884
Electronic Arts, Inc.	572,390	82,195,204
Live Nation Entertainment, Inc. (a)	245,500	18,039,340
		<u>239,159,418</u>
Interactive Media & Services – 1.2%		
InterActiveCorp (a)	203,400	38,513,790
Match Group, Inc. (a)	347,604	52,554,249
		<u>91,068,039</u>
Media – 0.8%		
Interpublic Group of Companies, Inc.	1,930,685	45,409,711
The New York Times Co. Class A	253,700	13,134,049
		<u>58,543,760</u>
TOTAL COMMUNICATION SERVICES		<u>388,771,217</u>
CONSUMER DISCRETIONARY – 14.9%		
Automobiles – 0.5%		
Harley-Davidson, Inc.	1,086,000	39,856,200
Diversified Consumer Services – 0.5%		
Grand Canyon Education, Inc. (a)	407,400	37,933,014
Hotels, Restaurants & Leisure – 6.2%		
ARAMARK Holdings Corp.	1,102,000	42,404,960
Caesars Entertainment, Inc. (a)	1,484,839	110,278,993
Churchill Downs, Inc.	501,000	97,589,790
Dine Brands Global, Inc.	246,777	14,313,066
Hilton Grand Vacations, Inc. (a)	1,001,800	31,406,430
Jubilant Foodworks Ltd.	150,140	5,736,314
Marriott International, Inc. Class A	119,100	15,711,672
Noodles & Co. (a) (b)	2,939,212	23,219,775
Penn National Gaming, Inc. (a)	813,100	70,227,447
Planet Fitness, Inc. (a)	305,200	23,692,676
Vail Resorts, Inc.	140,600	39,221,776
		<u>473,802,899</u>
Household Durables – 1.4%		
KB Home	370,800	12,429,216
NVR, Inc. (a)	6,210	25,335,931
Taylor Morrison Home Corp. (a)	1,943,200	49,843,080
Toll Brothers, Inc.	460,400	20,013,588
		<u>107,621,815</u>
Internet & Direct Marketing Retail – 0.9%		
Naspers Ltd. Class N	30,800	6,307,061
Revolve Group, Inc. (a)	619,900	19,322,283
The Booking Holdings, Inc. (a)	19,800	44,099,946
		<u>69,729,290</u>
Leisure Products – 0.3%		
YETI Holdings, Inc. (a) (c)	401,500	27,490,705
Multiline Retail – 0.5%		
Dollar Tree, Inc. (a)	325,800	35,199,432
Specialty Retail – 1.8%		
Five Below, Inc. (a)	374,300	65,495,014
Williams-Sonoma, Inc.	695,100	70,788,984
		<u>136,283,998</u>

	Shares	Value
Textiles, Apparel & Luxury Goods – 2.8%		
Capri Holdings Ltd. (a)	431,500	\$ 18,123,000
Deckers Outdoor Corp. (a)	601,925	172,620,046
PVH Corp.	213,200	20,017,348
		<u>210,760,394</u>
TOTAL CONSUMER DISCRETIONARY		<u>1,138,677,747</u>
CONSUMER STAPLES – 5.2%		
Beverages – 0.6%		
C&C Group PLC (United Kingdom)	7,982,445	24,833,885
Monster Beverage Corp. (a)	254,100	23,499,168
		<u>48,333,053</u>
Food & Staples Retailing – 2.5%		
BJ's Wholesale Club Holdings, Inc. (a)	1,715,300	63,946,384
Performance Food Group Co. (a)	1,387,196	66,044,402
U.S. Foods Holding Corp. (a)	1,740,800	57,986,048
		<u>187,976,834</u>
Food Products – 1.1%		
Nomad Foods Ltd. (a)	3,382,400	85,980,608
Household Products – 1.0%		
Spectrum Brands Holdings, Inc.	907,400	71,666,452
TOTAL CONSUMER STAPLES		<u>393,956,947</u>
ENERGY – 1.5%		
Energy Equipment & Services – 0.1%		
Baker Hughes Co. Class A	394,081	8,216,589
Oil, Gas & Consumable Fuels – 1.4%		
Cabot Oil & Gas Corp.	740,800	12,060,224
Cheniere Energy, Inc. (a)	391,100	23,477,733
Hess Corp.	295,700	15,610,003
Magnolia Oil & Gas Corp. Class A (a)	729,200	5,148,152
New Fortress Energy LLC	480,480	25,748,923
Pioneer Natural Resources Co.	54,400	6,195,616
World Fuel Services Corp.	547,600	17,063,216
		<u>105,303,867</u>
TOTAL ENERGY		<u>113,520,456</u>
FINANCIALS – 13.1%		
Banks – 4.8%		
Atlantic Union Bankshares Corp.	453,700	14,944,878
BankUnited, Inc.	813,761	28,302,608
Camerica, Inc.	280,400	15,663,144
CVB Financial Corp.	1,207,362	23,543,559
First Horizon National Corp.	3,524,178	44,968,511
First Republic Bank	138,900	20,408,577
Huntington Bancshares, Inc.	2,995,716	37,835,893
KeyCorp	1,371,100	22,499,751
M&T Bank Corp.	336,000	42,772,800
Signature Bank	479,100	64,817,439
Wintrust Financial Corp.	841,200	51,388,908
		<u>367,146,068</u>
Capital Markets – 1.7%		
Ameriprise Financial, Inc.	272,813	53,015,750

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

Schedule of Investments – continued

Common Stocks – continued

	Shares	Value
FINANCIALS – continued		
Capital Markets – continued		
Raymond James Financial, Inc.	557,695	\$ 53,354,681
TMX Group Ltd.	187,900	18,767,858
		<u>125,138,289</u>
Consumer Finance – 0.8%		
Capital One Financial Corp.	255,400	25,246,290
Synchrony Financial	929,200	32,252,532
		<u>57,498,822</u>
Diversified Financial Services – 0.1%		
Skillz, Inc. (a)	503,100	10,062,000
Insurance – 5.2%		
Assurant, Inc.	314,800	42,882,056
Chubb Ltd.	245,839	37,839,539
eHealth, Inc. (a)	238,800	16,861,668
GoHealth, Inc. (a)	720,757	9,845,541
Hartford Financial Services Group, Inc.	760,100	37,229,698
Hiscox Ltd. (a)	1,364,717	18,550,530
Old Republic International Corp.	3,377,200	66,564,612
Primerica, Inc.	567,420	75,994,561
Reinsurance Group of America, Inc.	389,124	45,099,472
RenaissanceRe Holdings Ltd.	292,100	48,436,022
		<u>399,303,699</u>
Thrifts & Mortgage Finance – 0.5%		
Essent Group Ltd.	944,470	40,801,104
		<u>40,801,104</u>
TOTAL FINANCIALS		<u>999,949,982</u>
HEALTH CARE – 8.6%		
Biotechnology – 1.2%		
Argenx SE ADR (a)	42,745	12,570,877
FibroGen, Inc. (a)	478,200	17,736,438
Neurocrine Biosciences, Inc. (a)	129,700	12,431,745
Regeneron Pharmaceuticals, Inc. (a)	26,800	12,947,348
Sarepta Therapeutics, Inc. (a)	197,300	33,637,677
		<u>89,324,085</u>
Health Care Equipment & Supplies – 3.2%		
Boston Scientific Corp. (a)	803,003	28,867,958
Hologic, Inc. (a)	884,681	64,431,317
ResMed, Inc.	110,648	23,519,339
Tandem Diabetes Care, Inc. (a)	205,900	19,700,512
The Cooper Companies, Inc.	78,983	28,696,104
Zimmer Biomet Holdings, Inc.	494,700	76,228,323
		<u>241,443,553</u>
Health Care Providers & Services – 2.0%		
Centene Corp. (a)	567,076	34,041,572
HealthEquity, Inc. (a)	278,000	19,379,380
Molina Healthcare, Inc. (a)	367,800	78,223,704
Universal Health Services, Inc. Class B	158,400	21,780,000
		<u>153,424,656</u>
Health Care Technology – 0.5%		
Change Healthcare, Inc. (a)	2,066,000	38,530,900
Life Sciences Tools & Services – 1.6%		
10X Genomics, Inc. (a)	59,399	8,410,898
Avantor, Inc. (a)	404,600	11,389,490
Charles River Laboratories International, Inc. (a)	129,900	32,456,814

	Shares	Value
Maravai LifeSciences Holdings, Inc.	410,600	\$ 11,517,330
Sartorius Stedim Biotech	25,100	8,929,186
Sotera Health Co.	422,900	11,604,376
Thermo Fisher Scientific, Inc.	82,463	38,409,616
		<u>122,717,710</u>
Pharmaceuticals – 0.1%		
Nektar Therapeutics (a)	648,600	11,026,200
		<u>11,026,200</u>
TOTAL HEALTH CARE		<u>656,467,104</u>
INDUSTRIALS – 15.3%		
Aerospace & Defense – 0.3%		
Axon Enterprise, Inc. (a)	218,800	26,809,564
Air Freight & Logistics – 0.9%		
XPO Logistics, Inc. (a) (c)	592,981	70,683,335
Airlines – 0.3%		
Allegiant Travel Co.	39,700	7,512,828
Copa Holdings SA Class A	132,300	10,217,529
Southwest Airlines Co.	194,500	9,065,645
		<u>26,796,002</u>
Building Products – 2.0%		
Builders FirstSource, Inc. (a)	1,951,500	79,640,715
Jeld-Wen Holding, Inc. (a)	202,523	5,135,983
Trane Technologies PLC	485,045	70,409,132
		<u>155,185,830</u>
Commercial Services & Supplies – 1.2%		
HNI Corp.	476,900	16,433,974
Knoll, Inc.	836,906	12,285,780
Stericycle, Inc. (a)	619,492	42,949,380
Tetra Tech, Inc.	151,600	17,552,248
		<u>89,221,382</u>
Construction & Engineering – 1.1%		
Dycem Industries, Inc. (a)	605,900	45,757,568
Jacobs Engineering Group, Inc.	179,055	19,509,833
Quanta Services, Inc.	207,400	14,936,948
		<u>80,204,349</u>
Electrical Equipment – 5.2%		
AMETEK, Inc.	542,600	65,622,044
Generac Holdings, Inc. (a)	535,800	121,846,278
Regal Beloit Corp.	312,315	38,355,405
Sensata Technologies, Inc. PLC (a)	784,900	41,395,626
Sunrun, Inc. (a)	1,809,983	125,576,621
		<u>392,795,974</u>
Machinery – 2.6%		
Allison Transmission Holdings, Inc.	865,400	37,324,702
Fortive Corp.	502,600	35,594,132
IDEX Corp.	74,700	14,880,240
ITT, Inc.	1,391,400	107,165,628
		<u>194,964,702</u>
Professional Services – 1.1%		
ASGN, Inc. (a)	452,493	37,796,740
Clarivate Analytics PLC (a)	673,200	20,000,772
TriNet Group, Inc. (a)	340,000	27,404,000
		<u>85,201,512</u>

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

Common Stocks – continued

	Shares	Value
INDUSTRIALS – continued		
Road & Rail – 0.6%		
Knight-Swift Transportation Holdings, Inc. Class A	1,040,100	\$ 43,496,982
TOTAL INDUSTRIALS		<u>1,165,359,632</u>
INFORMATION TECHNOLOGY – 17.9%		
Communications Equipment – 1.0%		
Digi International, Inc. (a)	1,464,200	27,673,380
Ericsson (B Shares)	2,814,100	33,475,007
Lumentum Holdings, Inc. (a)	171,400	16,248,720
		<u>77,397,107</u>
Electronic Equipment & Components – 3.8%		
CDW Corp.	166,501	21,943,167
II-VI, Inc. (a)	511,600	38,861,136
Jabil, Inc.	365,000	15,523,450
Samsung SDI Co. Ltd.	169,310	97,690,363
TE Connectivity Ltd.	414,466	50,179,399
Trimble, Inc. (a)	404,500	27,008,465
Zebra Technologies Corp. Class A (a)	100,600	38,663,598
		<u>289,869,578</u>
IT Services – 5.2%		
Akamai Technologies, Inc. (a)	351,200	36,872,488
Amadeus IT Holding SA Class A	291,500	21,517,733
Black Knight, Inc. (a)	633,100	55,934,385
EPAM Systems, Inc. (a)	134,600	48,233,910
Euronet Worldwide, Inc. (a)	375,777	54,457,603
Genpact Ltd.	1,367,488	56,559,304
GoDaddy, Inc. (a)	840,800	69,744,360
PayPal Holdings, Inc. (a)	89,600	20,984,320
WNS Holdings Ltd. sponsored ADR (a)	384,200	27,681,610
		<u>391,985,713</u>
Semiconductors & Semiconductor Equipment – 6.3%		
Array Technologies, Inc.	357,800	15,435,492
Enphase Energy, Inc. (a)	265,000	46,499,550
Marvell Technology Group Ltd.	1,308,800	62,220,352
MediaTek, Inc.	967,000	25,699,968
MKS Instruments, Inc.	526,600	79,226,970
NXP Semiconductors NV	435,200	69,201,152
ON Semiconductor Corp. (a)	1,683,100	55,087,863
Semtech Corp. (a)	415,551	29,957,072
SolarEdge Technologies, Inc. (a)	310,400	99,054,848
		<u>482,383,267</u>
Software – 1.6%		
Adobe, Inc. (a)	61,900	30,957,428
Digital Turbine, Inc. (a)	839,700	47,493,432
Dynatrace, Inc. (a)	580,700	25,126,889
NICE Systems Ltd. sponsored ADR (a)	59,100	16,757,214
		<u>120,334,963</u>
TOTAL INFORMATION TECHNOLOGY		<u>1,361,970,628</u>
MATERIALS – 6.4%		
Chemicals – 3.6%		
Albemarle Corp. U.S.	143,358	21,148,172
Celanese Corp. Class A	187,600	24,376,744

	Shares	Value
Element Solutions, Inc.	4,285,600	\$ 75,983,688
LG Chemical Ltd.	90,055	68,178,040
Olin Corp.	975,001	23,946,025
Orion Engineered Carbons SA	1,337,200	22,919,608
The Chemours Co. LLC	1,649,400	40,888,626
		<u>277,440,903</u>
Construction Materials – 0.3%		
Martin Marietta Materials, Inc.	85,800	24,364,626
Containers & Packaging – 1.2%		
Aptargroup, Inc.	165,230	22,618,335
Avery Dennison Corp.	439,400	68,155,334
		<u>90,773,669</u>
Metals & Mining – 1.3%		
B2Gold Corp.	3,017,200	16,900,492
Barrick Gold Corp.	1,944,684	44,299,902
Pan American Silver Corp. rights (a)	686,100	566,033
Torex Gold Resources, Inc. (a)	1,444,600	21,665,028
Yamana Gold, Inc.	2,671,000	15,255,063
		<u>98,686,518</u>
TOTAL MATERIALS		<u>491,265,716</u>
REAL ESTATE – 7.1%		
Equity Real Estate Investment Trusts (REITs) – 6.7%		
Alexandria Real Estate Equities, Inc.	221,000	39,386,620
CyrusOne, Inc.	473,600	34,643,840
Digital Realty Trust, Inc.	260,000	36,272,600
Douglas Emmett, Inc.	760,100	22,179,718
Duke Realty Corp.	651,700	26,048,449
Healthcare Trust of America, Inc.	883,400	24,328,836
Highwoods Properties, Inc. (SBI)	1,326,200	52,557,306
Invitation Homes, Inc.	1,811,200	53,792,640
Lamar Advertising Co. Class A	328,700	27,354,414
Mid-America Apartment Communities, Inc.	122,000	15,456,180
National Retail Properties, Inc.	1,601,900	65,549,748
Outfront Media, Inc.	1,137,300	22,245,588
Safestore Holdings PLC	4,193,474	44,729,690
Simon Property Group, Inc.	231,200	19,716,736
Ventas, Inc.	507,200	24,873,088
		<u>509,135,453</u>
Real Estate Management & Development – 0.4%		
CBRE Group, Inc. (a)	559,923	35,118,371
TOTAL REAL ESTATE		<u>544,253,824</u>
UTILITIES – 4.5%		
Electric Utilities – 0.6%		
Edison International	335,400	21,069,828
PG&E Corp. (a)	1,857,500	23,144,450
		<u>44,214,278</u>
Independent Power and Renewable Electricity Producers – 3.9%		
Clearway Energy, Inc. Class C	2,919,500	93,219,635

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

Schedule of Investments – continued

Common Stocks – continued

	Shares	Value
UTILITIES – continued		
Independent Power and Renewable Electricity Producers – continued		
NextEra Energy Partners LP	1,286,800	\$ 86,279,940
The AES Corp.	4,964,900	116,675,150
		<u>296,174,725</u>
TOTAL UTILITIES		<u>340,389,003</u>
TOTAL COMMON STOCKS		
(Cost \$4,953,798,802)		<u>7,594,582,256</u>

Money Market Funds – 0.7%

Fidelity Cash Central Fund 0.11% (d)	36,989,488	36,996,886
Fidelity Securities Lending Cash Central Fund 0.11% (d) (e)	11,510,955	<u>11,512,106</u>
TOTAL MONEY MARKET FUNDS		
(Cost \$48,508,992)		<u>48,508,992</u>
TOTAL INVESTMENT IN SECURITIES – 100.3%		
(Cost \$5,002,307,794)		<u>7,643,091,248</u>
NET OTHER ASSETS (LIABILITIES) – (0.3)%		
		<u>(19,495,234)</u>
NET ASSETS – 100%		
		<u>\$7,623,596,014</u>

Legend

- (a) Non-income producing
- (b) Affiliated company
- (c) Security or a portion of the security is on loan at period end.
- (d) Affiliated fund that is generally available only to investment companies and other accounts managed by Fidelity Investments. The rate quoted is the annualized seven-day yield of the fund at period end. A complete unaudited listing of the fund's holdings as of its most recent quarter end is available upon request. In addition, each Fidelity Central Fund's financial statements, which are not covered by the Fund's Report of Independent Registered Public Accounting Firm, are available on the SEC's website or upon request.
- (e) Investment made with cash collateral received from securities on loan.

Affiliated Central Funds

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

Fund	Income earned
Fidelity Cash Central Fund	\$ 249,828
Fidelity Securities Lending Cash Central Fund	<u>802,720</u>
Total	<u>\$ 1,052,548</u>

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

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

Other Affiliated Issuers

An affiliated company is a company in which the Fund has ownership of at least 5% of the voting securities. Fiscal year to date transactions with companies which are or were affiliates are as follows:

Affiliate	Value, beginning of period	Purchases	Sales Proceeds	Dividend Income	Realized Gain (loss)	Change in Unrealized appreciation (depreciation)	Value, end of period
Noodles & Co.	\$—	\$20,405,520	\$—	\$—	\$—	\$2,814,255	\$23,219,775
Total	\$—	\$20,405,520	\$—	\$—	\$—	\$2,814,255	\$23,219,775

Investment Valuation

The following is a summary of the inputs used, as of December 31, 2020, involving the Fund's assets and liabilities carried at fair value. The inputs or methodology used for valuing securities may not be an indication of the risk associated with investing in those securities. For more information on valuation inputs, and their aggregation into the levels used below, please refer to the Investment Valuation section in the accompanying Notes to Financial Statements.

Valuation Inputs at Reporting Date:

Description	Total	Level 1	Level 2	Level 3
<u>Investments in Securities:</u>				
<u>Equities:</u>				
Communication Services	\$ 388,771,217	\$ 388,771,217	\$ —	\$ —
Consumer Discretionary	1,138,677,747	1,132,370,686	6,307,061	—
Consumer Staples	393,956,947	393,956,947	—	—
Energy	113,520,456	113,520,456	—	—
Financials	999,949,982	999,949,982	—	—
Health Care	656,467,104	656,467,104	—	—
Industrials	1,165,359,632	1,165,359,632	—	—
Information Technology	1,361,970,628	1,306,977,888	54,992,740	—
Materials	491,265,716	491,265,716	—	—
Real Estate	544,253,824	544,253,824	—	—
Utilities	340,389,003	340,389,003	—	—
Money Market Funds	48,508,992	48,508,992	—	—
Total Investments in Securities:	\$7,643,091,248	\$7,581,791,447	\$61,299,801	\$ —

Other Information

Distribution of investments by country or territory of incorporation, as a percentage of Total Net Assets, is as follows (Unaudited):

United States of America	85.0%
Bermuda	2.9%
Korea (South)	2.2%
Canada	1.6%
British Virgin Islands	1.3%
Ireland	1.2%
Switzerland	1.2%
United Kingdom	1.1%
Netherlands	1.1%
Others (Individually Less Than 1%)	2.4%
	<u>100.0%</u>

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

Financial Statements

Statement of Assets and Liabilities

December 31, 2020

Assets

Investment in securities, at value (including securities loaned of \$11,285,591) — See accompanying schedule:

Unaffiliated issuers (cost \$4,933,393,282)	\$ 7,571,362,481	
Fidelity Central Funds (cost \$48,508,992)	48,508,992	
Other affiliated issuers (cost \$20,405,520)	<u>23,219,775</u>	
Total Investment in Securities (cost \$5,002,307,794)		\$ 7,643,091,248
Receivable for investments sold		6,290,514
Receivable for fund shares sold		929,695
Dividends receivable		4,724,680
Distributions receivable from Fidelity Central Funds		5,335
Prepaid expenses		8,181
Other receivables		<u>262,499</u>
Total assets		<u>7,655,312,152</u>

Liabilities

Payable for investments purchased	\$ 7,147,179	
Payable for fund shares redeemed	8,057,043	
Accrued management fee	3,305,813	
Distribution and service plan fees payable	1,040,249	
Other affiliated payables	536,699	
Other payables and accrued expenses	132,618	
Collateral on securities loaned	<u>11,496,537</u>	
Total liabilities		<u>31,716,138</u>

Net Assets \$ 7,623,596,014

Net Assets consist of:

Paid in capital	\$ 4,969,339,562
Total accumulated earnings (loss)	<u>2,654,256,452</u>

Net Assets \$ 7,623,596,014

Net Asset Value and Maximum Offering Price

Initial Class:
Net Asset Value, offering price and redemption price per share ($\$1,579,449,620 \div 40,795,835$ shares) \$ 38.72

Service Class:
Net Asset Value, offering price and redemption price per share ($\$642,653,828 \div 16,787,242$ shares) \$ 38.28

Service Class 2:
Net Asset Value, offering price and redemption price per share ($\$4,807,908,273 \div 128,942,543$ shares) \$ 37.29

Investor Class:
Net Asset Value, offering price and redemption price per share ($\$593,584,293 \div 15,441,550$ shares) \$ 38.44

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

Statement of Operations

		Year ended December 31, 2020
Investment Income		
Dividends		\$ 69,784,168
Income from Fidelity Central Funds (including \$802,720 from security lending)		1,052,548
Total income		<u>70,836,716</u>
Expenses		
Management fee	\$ 34,210,030	
Transfer agent fees	4,482,564	
Distribution and service plan fees	11,217,348	
Accounting fees	1,140,279	
Custodian fees and expenses	78,613	
Independent trustees' fees and expenses	36,799	
Audit	65,255	
Legal	31,594	
Interest	998	
Miscellaneous	405,488	
Total expenses before reductions	51,668,968	
Expense reductions	(429,503)	
Total expenses after reductions		<u>51,239,465</u>
Net investment income (loss)		<u>19,597,251</u>
Realized and Unrealized Gain (Loss)		
Net realized gain (loss) on:		
Investment securities:		
Unaffiliated issuers	247,991,745	
Fidelity Central Funds	(5,380)	
Foreign currency transactions	(42,644)	
Total net realized gain (loss)		<u>247,943,721</u>
Change in net unrealized appreciation (depreciation) on:		
Investment securities:		
Unaffiliated issuers	877,927,617	
Affiliated issuers	2,814,254	
Assets and liabilities in foreign currencies	2,083	
Total change in net unrealized appreciation (depreciation)		<u>880,743,954</u>
Net gain (loss)		<u>1,128,687,675</u>
Net increase (decrease) in net assets resulting from operations		<u>\$ 1,148,284,926</u>

Statement of Changes in Net Assets

	Year ended December 31, 2020	Year ended December 31, 2019
Increase (Decrease) in Net Assets		
Operations		
Net investment income (loss)	\$ 19,597,251	\$ 50,768,842
Net realized gain (loss)	247,943,721	(215,828,348)
Change in net unrealized appreciation (depreciation)	880,743,954	1,653,501,483
Net increase (decrease) in net assets resulting from operations	<u>1,148,284,926</u>	<u>1,488,441,977</u>
Distributions to shareholders	(30,609,677)	(871,146,302)
Share transactions — net increase (decrease)	(768,065,252)	(46,009,752)
Total increase (decrease) in net assets	<u>349,609,997</u>	<u>571,285,923</u>
Net Assets		
Beginning of period	7,273,986,017	6,702,700,094
End of period	<u>\$ 7,623,596,014</u>	<u>\$ 7,273,986,017</u>

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

Financial Highlights

VIP Mid Cap Portfolio Initial Class

Years ended December 31, Selected Per-Share Data	2020	2019	2018	2017	2016
Net asset value, beginning of period	\$ 32.95	\$ 30.19	\$ 38.94	\$ 33.98	\$ 32.65
Income from Investment Operations					
Net investment income (loss) ^A	.15	.27	.23	.26	.21
Net realized and unrealized gain (loss)	5.83	6.39	(5.47)	6.59	3.27
Total from investment operations	5.98	6.66	(5.24)	6.85	3.48
Distributions from net investment income	(.21)	(.28)	(.24)	(.26)	(.16)
Distributions from net realized gain	—	(3.63)	(3.27)	(1.63)	(1.99)
Total distributions	(.21)	(3.90) ^B	(3.51)	(1.89)	(2.15)
Net asset value, end of period	\$ 38.72	\$ 32.95	\$ 30.19	\$ 38.94	\$ 33.98
Total Return ^{C,D}	18.19%	23.45%	(14.54)%	20.81%	12.23%
Ratios to Average Net Assets ^{E,F}					
Expenses before reductions	.62%	.62%	.62%	.63%	.63%
Expenses net of fee waivers, if any	.62%	.62%	.62%	.63%	.63%
Expenses net of all reductions	.62%	.61%	.62%	.62%	.63%
Net investment income (loss)	.48%	.88%	.62%	.74%	.68%
Supplemental Data					
Net assets, end of period (000 omitted)	\$ 1,579,450	\$ 843,080	\$ 1,141,305	\$ 1,463,407	\$ 1,360,134
Portfolio turnover rate ^G	44%	34%	47%	31%	30%

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

^B Total distributions per share do not sum due to rounding.

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

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

^E Fees and expenses of any underlying mutual funds or exchange-traded funds (ETFs) are not included in the Fund's expense ratio. The Fund indirectly bears its proportionate share of these expenses. For additional expense information related to investments in Fidelity Central Funds, please refer to the "Investments in Fidelity Central Funds" note found in the Notes to Financial Statements section of the most recent Annual or Semi-Annual report.

^F Expense ratios reflect operating expenses of the class. Expenses before reductions do not reflect amounts reimbursed, waived, or reduced through arrangements with the investment adviser, brokerage services, or other offset arrangements, if applicable, and do not represent the amount paid by the class during periods when reimbursements, waivers or reductions occur.

^G Amount does not include the portfolio activity of any underlying mutual funds or exchange-traded funds (ETFs).

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

VIP Mid Cap Portfolio Service Class

Years ended December 31, Selected Per-Share Data	2020	2019	2018	2017	2016
Net asset value, beginning of period	\$ 32.59	\$ 29.90	\$ 38.60	\$ 33.70	\$ 32.41
Income from Investment Operations					
Net investment income (loss) ^A	.12	.24	.19	.23	.18
Net realized and unrealized gain (loss)	5.74	6.33	(5.42)	6.52	3.23
Total from investment operations	5.86	6.57	(5.23)	6.75	3.41
Distributions from net investment income	(.17)	(.25)	(.20)	(.22)	(.14)
Distributions from net realized gain	—	(3.63)	(3.27)	(1.63)	(1.99)
Total distributions	(.17)	(3.88)	(3.47)	(1.85)	(2.12) ^B
Net asset value, end of period	\$ 38.28	\$ 32.59	\$ 29.90	\$ 38.60	\$ 33.70
Total Return^{C,D}	18.04%	23.35%	(14.64)%	20.70%	12.11%
Ratios to Average Net Assets^{E,F}					
Expenses before reductions	.72%	.72%	.72%	.73%	.73%
Expenses net of fee waivers, if any	.72%	.72%	.72%	.73%	.73%
Expenses net of all reductions	.72%	.71%	.72%	.72%	.73%
Net investment income (loss)	.38%	.78%	.52%	.64%	.58%
Supplemental Data					
Net assets, end of period (000 omitted)	\$ 642,654	\$ 564,678	\$ 504,156	\$ 629,727	\$ 566,378
Portfolio turnover rate ^G	44%	34%	47%	31%	30%

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

^B Total distributions per share do not sum due to rounding.

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

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

^E Fees and expenses of any underlying mutual funds or exchange-traded funds (ETFs) are not included in the Fund's expense ratio. The Fund indirectly bears its proportionate share of these expenses. For additional expense information related to investments in Fidelity Central Funds, please refer to the "Investments in Fidelity Central Funds" note found in the Notes to Financial Statements section of the most recent Annual or Semi-Annual report.

^F Expense ratios reflect operating expenses of the class. Expenses before reductions do not reflect amounts reimbursed, waived, or reduced through arrangements with the investment adviser, brokerage services, or other offset arrangements, if applicable, and do not represent the amount paid by the class during periods when reimbursements, waivers or reductions occur.

^G Amount does not include the portfolio activity of any underlying mutual funds or exchange-traded funds (ETFs).

VIP Mid Cap Portfolio Service Class 2

Years ended December 31, Selected Per-Share Data	2020	2019	2018	2017	2016
Net asset value, beginning of period	\$ 31.75	\$ 29.22	\$ 37.79	\$ 33.03	\$ 31.83
Income from Investment Operations					
Net investment income (loss) ^A	.07	.19	.13	.17	.13
Net realized and unrealized gain (loss)	5.59	6.18	(5.28)	6.39	3.16
Total from investment operations	5.66	6.37	(5.15)	6.56	3.29
Distributions from net investment income	(.12)	(.21)	(.15)	(.17)	(.10)
Distributions from net realized gain	—	(3.63)	(3.27)	(1.63)	(1.99)
Total distributions	(.12)	(3.84)	(3.42)	(1.80)	(2.09)
Net asset value, end of period	\$ 37.29	\$ 31.75	\$ 29.22	\$ 37.79	\$ 33.03
Total Return^{B,C}	17.87%	23.17%	(14.77)%	20.54%	11.92%
Ratios to Average Net Assets^{D,E}					
Expenses before reductions	.87%	.87%	.87%	.88%	.88%
Expenses net of fee waivers, if any	.87%	.87%	.87%	.88%	.88%
Expenses net of all reductions	.87%	.86%	.87%	.87%	.88%
Net investment income (loss)	.23%	.63%	.37%	.49%	.43%
Supplemental Data					
Net assets, end of period (000 omitted)	\$ 4,807,908	\$ 5,282,468	\$ 4,526,446	\$ 6,070,380	\$ 5,746,266
Portfolio turnover rate ^F	44%	34%	47%	31%	30%

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

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

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

^D Fees and expenses of any underlying mutual funds or exchange-traded funds (ETFs) are not included in the Fund's expense ratio. The Fund indirectly bears its proportionate share of these expenses. For additional expense information related to investments in Fidelity Central Funds, please refer to the "Investments in Fidelity Central Funds" note found in the Notes to Financial Statements section of the most recent Annual or Semi-Annual report.

^E Expense ratios reflect operating expenses of the class. Expenses before reductions do not reflect amounts reimbursed, waived, or reduced through arrangements with the investment adviser, brokerage services, or other offset arrangements, if applicable, and do not represent the amount paid by the class during periods when reimbursements, waivers or reductions occur.

^F Amount does not include the portfolio activity of any underlying mutual funds or exchange-traded funds (ETFs).

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

Financial Highlights – continued

VIP Mid Cap Portfolio Investor Class

Years ended December 31, Selected Per-Share Data	2020	2019	2018	2017	2016
Net asset value, beginning of period	\$ 32.72	\$ 30.01	\$ 38.72	\$ 33.80	\$ 32.50
Income from Investment Operations					
Net investment income (loss) ^A	.12	.25	.20	.23	.19
Net realized and unrealized gain (loss)	5.78	6.34	(5.43)	6.55	3.24
Total from investment operations	5.90	6.59	(5.23)	6.78	3.43
Distributions from net investment income	(.18)	(.26)	(.21)	(.23)	(.14)
Distributions from net realized gain	—	(3.63)	(3.27)	(1.63)	(1.99)
Total distributions	(.18)	(3.88) ^B	(3.48)	(1.86)	(2.13)
Net asset value, end of period	\$ 38.44	\$ 32.72	\$ 30.01	\$ 38.72	\$ 33.80
Total Return ^{C,D}	18.08%	23.35%	(14.60)%	20.72%	12.13%
Ratios to Average Net Assets ^{E,F}					
Expenses before reductions	.70%	.70%	.70%	.71%	.71%
Expenses net of fee waivers, if any	.70%	.70%	.70%	.71%	.71%
Expenses net of all reductions	.69%	.69%	.70%	.71%	.71%
Net investment income (loss)	.41%	.80%	.54%	.65%	.60%
Supplemental Data					
Net assets, end of period (000 omitted)	\$ 593,584	\$ 583,760	\$ 530,794	\$ 658,785	\$ 561,609
Portfolio turnover rate ^G	44%	34%	47%	31%	30%

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

^B Total distributions per share do not sum due to rounding.

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

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

^E Fees and expenses of any underlying mutual funds or exchange-traded funds (ETFs) are not included in the Fund's expense ratio. The Fund indirectly bears its proportionate share of these expenses. For additional expense information related to investments in Fidelity Central Funds, please refer to the "Investments in Fidelity Central Funds" note found in the Notes to Financial Statements section of the most recent Annual or Semi-Annual report.

^F Expense ratios reflect operating expenses of the class. Expenses before reductions do not reflect amounts reimbursed, waived, or reduced through arrangements with the investment adviser, brokerage services, or other offset arrangements, if applicable, and do not represent the amount paid by the class during periods when reimbursements, waivers or reductions occur.

^G Amount does not include the portfolio activity of any underlying mutual funds or exchange-traded funds (ETFs).

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

Notes to Financial Statements

For the period ended December 31, 2020

1. Organization.

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

Effective January 1, 2020:

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

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

Fidelity Investments Institutional Operations Company, Inc. converted from a Massachusetts corporation to a Massachusetts LLC, and changed its name to "Fidelity Investments Institutional Operations Company LLC".

2. Investments in Fidelity Central Funds.

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

The Money Market Central Funds seek preservation of capital and current income and are managed by the investment adviser. Annualized expenses of the Money Market Central Funds as of their most recent shareholder report date ranged from less than .005% to .01%.

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

3. Significant Accounting Policies.

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

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

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

Level 1 – quoted prices in active markets for identical investments

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

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

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

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

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

Notes to Financial Statements – continued

Changes in valuation techniques may result in transfers in or out of an assigned level within the disclosure hierarchy. The aggregate value of investments by input level as of December 31, 2020 is included at the end of the Fund's Schedule of Investments.

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

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

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

Investment Transactions and Income. For financial reporting purposes, the Fund's investment holdings and NAV include trades executed through the end of the last business day of the period. The NAV per share for processing shareholder transactions is calculated as of the close of business of the New York Stock Exchange (NYSE), normally 4:00 p.m. Eastern time and includes trades executed through the end of the prior business day. Gains and losses on securities sold are determined on the basis of identified cost and include proceeds received from litigation. Dividend income is recorded on the ex-dividend date, except for certain dividends from foreign securities where the ex-dividend date may have passed, which are recorded as soon as the Fund is informed of the ex-dividend date. Non-cash dividends included in dividend income, if any, are recorded at the fair market value of the securities received. Income and capital gain distributions from Fidelity Central Funds, if any, are recorded on the ex-dividend date. Certain distributions received by the Fund represent a return of capital or capital gain. The Fund determines the components of these distributions subsequent to the ex-dividend date, based upon receipt of tax filings or other correspondence relating to the underlying investment. These distributions are recorded as a reduction of cost of investments and/or as a realized gain. Investment income is recorded net of foreign taxes withheld where recovery of such taxes is uncertain.

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

Deferred Trustee Compensation. Under a Deferred Compensation Plan (the Plan) for certain Funds, certain independent Trustees have elected to defer receipt of a portion of their annual compensation. Deferred amounts are invested in affiliated mutual funds, are marked-to-market and remain in a fund until distributed in accordance with the Plan. The investment of deferred amounts and the offsetting payable to the Trustees presented below are included in the accompanying Statement of Assets and Liabilities in other receivables and other payables and accrued expenses, as applicable.

VIP Mid Cap Portfolio

\$59,082

Income Tax Information and Distributions to Shareholders. Each year, the Fund intends to qualify as a regulated investment company under Subchapter M of the Internal Revenue Code, including distributing substantially all of its taxable income and realized gains. As a result, no provision for U.S. Federal income taxes is required. As of December 31, 2020, the Fund did not have any unrecognized tax benefits in the financial statements; nor is the Fund aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will significantly change in the next twelve months. The Fund files a U.S. federal tax return, in addition to state and local tax returns as required. The Fund's federal income tax returns are subject to examination by the Internal Revenue Service (IRS) for a period of three fiscal years after they are filed. State and local tax returns may be subject to examination for an additional fiscal year depending on the jurisdiction. Foreign taxes are provided for based on the Fund's understanding of the tax rules and rates that exist in the foreign markets in which it invests.

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

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

Book-tax differences are primarily due to foreign currency transactions, passive foreign investment companies (PFIC), deferred trustees compensation, capital loss carryforwards and and losses deferred due to wash sales.

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

Gross unrealized appreciation	\$2,757,768,004
Gross unrealized depreciation	(131,084,241)
Net unrealized appreciation (depreciation)	<u>\$2,626,683,763</u>
Tax Cost	<u>\$5,016,407,485</u>

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

Undistributed long-term capital gain	\$ 29,677,939
Net unrealized appreciation (depreciation) on securities and other investments	<u>\$2,626,646,127</u>

The tax character of distributions paid was as follows:

	December 31, 2020	December 31, 2019
Ordinary Income	\$30,609,677	\$ 50,964,046
Long-term Capital Gains	—	820,182,256
Total	<u>\$30,609,677</u>	<u>\$871,146,302</u>

4. Purchases and Sales of Investments.

Purchases and sales of securities, other than short-term securities, are noted in the table below.

	Purchases (\$)	Sales (\$)
VIP Mid Cap Portfolio	2,821,741,702	3,518,298,409

5. Fees and Other Transactions with Affiliates.

Management Fee. Fidelity Management & Research Company LLC (the investment adviser) and its affiliates provide the Fund with investment management related services for which the Fund pays a monthly management fee. The management fee is the sum of an individual fund fee rate that is based on an annual rate of .30% of the Fund's average net assets and an annualized group fee rate that averaged .23% during the period. The group fee rate is based upon the monthly average net assets of a group of registered investment companies with which the investment adviser has management contracts. The group fee rate decreases as assets under management increase and increases as assets under management decrease. For the reporting period, the total annual management fee rate was .53% of the Fund's average net assets.

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

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

Service Class	\$ 527,042
Service Class 2	<u>10,690,306</u>
	<u>\$11,217,348</u>

Transfer Agent Fees. Fidelity Investments Institutional Operations Company LLC (FIIOC), an affiliate of the investment adviser, is the Fund's transfer, dividend disbursing, and shareholder servicing agent. FIIOC receives an asset-based fee with respect to each class. Each class pays a fee for transfer agent services, typesetting and printing and mailing of shareholder reports, excluding mailing of proxy statements. Effective February 1, 2020, the Board approved to change the fee from .145% to .142% for Investor Class, and from .065% to .064% for all other classes. For the period, transfer agent fees for each class were as follows:

	Amount	% of Class-Level Average Net Assets
Initial Class	\$ 724,992	.06
Service Class	334,770	.06
Service Class 2	2,712,922	.06
Investor Class	709,880	.14
	<u>\$4,482,564</u>	

Accounting Fees. Fidelity Service Company, Inc. (FSC), an affiliate of the investment adviser, maintains the Fund's accounting records. The accounting fee is based on the level of average net assets for each month. For the period, the fees were equivalent to the following annual rates:

	% of Average Net Assets
VIP Mid Cap Portfolio	.02

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

VIP Mid Cap Portfolio	Amount \$115,065
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Notes to Financial Statements – continued

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

	Borrower or Lender	Average Loan Balance	Weighted Average Interest Rate	Interest Expense
VIP Mid Cap Portfolio	Borrower	\$10,458,667	.57%	\$998

Interfund Trades. Funds may purchase from or sell securities to other Fidelity Funds under procedures adopted by the Board. The procedures have been designed to ensure these interfund trades are executed in accordance with Rule 17a-7 of the 1940 Act. Interfund trades are included within the respective purchases and sales amounts shown in the Purchases and Sales of Investments note, and amounted to \$236,764,563 and \$163,879,952, respectively.

6. Committed Line of Credit.

Certain Funds participate with other funds managed by the investment adviser or an affiliate in a \$4.25 billion credit facility (the “line of credit”) to be utilized for temporary or emergency purposes to fund shareholder redemptions or for other short-term liquidity purposes. The participating funds have agreed to pay commitment fees on their pro-rata portion of the line of credit, which are reflected in Miscellaneous expenses on the Statement of Operations, and are as follows:

	Amount
VIP Mid Cap Portfolio	\$15,261

During the period, there were no borrowings on this line of credit.

7. Security Lending.

Funds lend portfolio securities from time to time in order to earn additional income. Lending agents are used, including National Financial Services (NFS), an affiliate of the investment adviser. Pursuant to a securities lending agreement, NFS will receive a fee, which is capped at 9.9% of a fund’s daily lending revenue, for its services as lending agent. A fund may lend securities to certain qualified borrowers, including NFS. On the settlement date of the loan, a fund receives collateral (in the form of U.S. Treasury obligations, letters of credit and/or cash) against the loaned securities and maintains collateral in an amount not less than 100% of the market value of the loaned securities during the period of the loan. The market value of the loaned securities is determined at the close of business of a fund and any additional required collateral is delivered to a fund on the next business day. A fund or borrower may terminate the loan at any time, and if the borrower defaults on its obligation to return the securities loaned because of insolvency or other reasons, a fund may apply collateral received from the borrower against the obligation. A fund may experience delays and costs in recovering the securities loaned. Any cash collateral received is invested in the Fidelity Securities Lending Cash Central Fund. Any loaned securities are identified as such in the Schedule of Investments, and the value of loaned securities and cash collateral at period end, as applicable, are presented in the Statement of Assets and Liabilities. Security lending income represents the income earned on investing cash collateral, less rebates paid to borrowers and any lending agent fees associated with the loan, plus any premium payments received for lending certain types of securities. Security lending income is presented in the Statement of Operations as a component of income from Fidelity Central Funds. Affiliated security lending activity, if any, was as follows:

	Total Security Lending Income Fees Paid to NFS	Security Lending Income From Securities Loaned to NFS	Value of Securities Loaned to NFS at Period End
VIP Mid Cap Portfolio	\$79,621	\$159	\$—

8. Expense Reductions.

Commissions paid to certain brokers with whom the investment adviser, or its affiliates, places trades on behalf of the Fund include an amount in addition to trade execution, which may be rebated back to the Fund to offset certain expenses. This amount totaled \$398,939 for the period. In addition, through arrangements with the Fund’s custodian, credits realized as a result of certain uninvested cash balances were used to reduce the Fund’s expenses. During the period, custodian credits reduced the Fund’s expenses by \$1,657.

In addition, during the period the investment adviser or an affiliate reimbursed and/or waived a portion of fund-level operating expenses in the amount of \$28,907.

9. Distributions to Shareholders.

Distributions to shareholders of each class were as follows:

	Year ended December 31, 2020	Year ended December 31, 2019
Distributions to shareholders		
Initial Class	\$ 7,591,233	\$142,831,190
Service Class	2,947,263	64,998,396
Service Class 2	17,182,216	594,808,621
Investor Class	2,888,965	68,508,095
Total	<u>\$30,609,677</u>	<u>\$871,146,302</u>

10. Share Transactions.

Transactions for each class of shares were as follows:

	Shares Year ended December 31, 2020	Shares Year ended December 31, 2019	Dollars Year ended December 31, 2020	Dollars Year ended December 31, 2019
Initial Class				
Shares sold	21,181,826	2,060,792	\$ 546,687,174	\$ 63,994,229
Reinvestment of distributions	211,540	4,772,664	7,591,233	142,831,190
Shares redeemed	<u>(6,180,803)</u>	<u>(19,054,267)</u>	<u>(191,581,574)</u>	<u>(604,022,057)</u>
Net increase (decrease)	<u>15,212,563</u>	<u>(12,220,811)</u>	<u>\$ 362,696,833</u>	<u>\$ (397,196,638)</u>
Service Class				
Shares sold	1,939,735	1,155,559	\$ 53,696,565	\$ 35,837,194
Reinvestment of distributions	84,002	2,193,244	2,947,263	64,998,396
Shares redeemed	<u>(2,562,942)</u>	<u>(2,882,411)</u>	<u>(78,898,820)</u>	<u>(89,241,286)</u>
Net increase (decrease)	<u>(539,205)</u>	<u>466,392</u>	<u>\$ (22,254,992)</u>	<u>\$ 11,594,304</u>
Service Class 2				
Shares sold	15,456,377	24,805,897	\$ 410,010,791	\$ 750,591,961
Reinvestment of distributions	508,274	20,604,179	17,182,216	594,808,621
Shares redeemed	<u>(53,411,317)</u>	<u>(33,917,475)</u>	<u>(1,466,060,643)</u>	<u>(1,008,076,550)</u>
Net increase (decrease)	<u>(37,446,666)</u>	<u>11,492,601</u>	<u>\$ (1,038,867,636)</u>	<u>\$ 337,324,032</u>
Investor Class				
Shares sold	938,949	381,737	\$ 28,839,304	\$ 11,919,095
Reinvestment of distributions	82,157	2,302,243	2,888,965	68,508,095
Shares redeemed	<u>(3,419,543)</u>	<u>(2,532,087)</u>	<u>(101,367,726)</u>	<u>(78,158,640)</u>
Net increase (decrease)	<u>(2,398,437)</u>	<u>151,893</u>	<u>\$ (69,639,457)</u>	<u>\$ 2,268,550</u>

11. Other.

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

At the end of the period, the investment adviser or its affiliates were the owners of record of 11% of the total outstanding shares of the Fund and one otherwise unaffiliated shareholder was the owner of record of 12% of the total outstanding shares of the Fund.

12. Coronavirus (COVID-19) Pandemic.

An outbreak of COVID-19 first detected in China during December 2019 has since spread globally and was declared a pandemic by the World Health Organization during March 2020. Developments that disrupt global economies and financial markets, such as the COVID-19 pandemic, may magnify factors that affect the Fund's performance.

Report of Independent Registered Public Accounting Firm

To the Board of Trustees of Variable Insurance Products Fund III and Shareholders of VIP Mid Cap Portfolio

Opinion on the Financial Statements

We have audited the accompanying statement of assets and liabilities, including the schedule of investments, of VIP Mid Cap Portfolio (one of the funds constituting Variable Insurance Products Fund III, referred to hereafter as the "Fund") as of December 31, 2020, the related statement of operations for the year ended December 31, 2020, the statement of changes in net assets for each of the two years in the period ended December 31, 2020, including the related notes, and the financial highlights for each of the five years in the period ended December 31, 2020 (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Fund as of December 31, 2020, the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period ended December 31, 2020 and the financial highlights for each of the five years in the period ended December 31, 2020 in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

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

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

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. Our procedures included confirmation of securities owned as of December 31, 2020 by correspondence with the custodian and brokers; when replies were not received from brokers, we performed other auditing procedures. We believe that our audits provide a reasonable basis for our opinion.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
February 09, 2021

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

Trustees and Officers

The Trustees, Members of the Advisory Board (if any), and officers of the trust and fund, as applicable, are listed below. The Board of Trustees governs the fund and is responsible for protecting the interests of shareholders. The Trustees are experienced executives who meet periodically throughout the year to oversee the fund's activities, review contractual arrangements with companies that provide services to the fund, oversee management of the risks associated with such activities and contractual arrangements, and review the fund's performance. Each of the Trustees oversees 305 funds.

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

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

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

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

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

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

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

Interested Trustees*:

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

Trustees and Officers – continued

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

Bettina Doulton (1964)

Year of Election or Appointment: 2020

Trustee

Ms. Doulton also serves as Trustee of other Fidelity® funds. Prior to her retirement, Ms. Doulton served in a variety of positions at Fidelity Investments, including as a managing director of research (2006-2007), portfolio manager to certain Fidelity® funds (1993-2005), equity analyst and portfolio assistant (1990-1993), and research assistant (1987-1990). Ms. Doulton currently owns and operates Phi Builders + Architects and Cellardoor Winery. Previously, Ms. Doulton served as a member of the Board of Brown Capital Management, LLC (2013-2018).

Robert A. Lawrence (1952)

Year of Election or Appointment: 2020

Trustee

Acting Chairman of the Board of Trustees

Mr. Lawrence also serves as Trustee of other funds. Previously, Mr. Lawrence served as a Member of the Advisory Board of certain funds. Prior to his retirement in 2008, Mr. Lawrence served as Vice President of certain Fidelity® funds (2006-2008), Senior Vice President, Head of High Income Division of Fidelity Management & Research Company (investment adviser firm, 2006-2008), and President of Fidelity Strategic Investments (investment adviser firm, 2002-2005).

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

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

Independent Trustees:

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

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

Dennis J. Dirks (1948)

Year of Election or Appointment: 2005

Trustee

Mr. Dirks also serves as Trustee of other Fidelity® funds. Prior to his retirement in May 2003, Mr. Dirks served as Chief Operating Officer and as a member of the Board of The Depository Trust & Clearing Corporation (financial markets infrastructure), President, Chief Operating Officer and a member of the Board of The Depository Trust Company (DTC), President and a member of the Board of the National Securities Clearing Corporation (NSCC), Chief Executive Officer and a member of the Board of the Government Securities Clearing Corporation and Chief Executive Officer and a member of the Board of the Mortgage-Backed Securities Clearing Corporation. Mr. Dirks currently serves as a member of the Finance Committee (2016-present) and Board (2017-present) and is Treasurer (2018-present) of the Asolo Repertory Theatre.

Donald F. Donahue (1950)

Year of Election or Appointment: 2018

Trustee

Mr. Donahue also serves as Trustee of other Fidelity® funds. Mr. Donahue serves as President and Chief Executive Officer of Miranda Partners, LLC (risk consulting for the financial services industry, 2012-present). Previously, Mr. Donahue served as Chief Executive Officer (2006-2012), Chief Operating Officer (2003-2006) and Managing Director, Customer Marketing and Development (1999-2003) of The Depository Trust & Clearing Corporation (financial markets infrastructure). Mr. Donahue currently serves as a member (2007-present) and Co-Chairman (2016-present) of the Board of United Way of New York, a member of the Board of NYC Leadership Academy (2012-present) and a member of the Board of Advisors of Ripple Labs, Inc. (financial services, 2015-present). Mr. Donahue previously served as a member of the Advisory Board of certain Fidelity® funds (2015-2018).

Vicki L. Fuller (1957)

Year of Election or Appointment: 2020

Trustee

Ms. Fuller also serves as Trustee of other Fidelity® funds. Previously, Ms. Fuller served as a member of the Advisory Board of certain Fidelity® funds (2018-2020), Chief Investment Officer of the New York State Common Retirement Fund (2012-2018) and held a variety of positions at AllianceBernstein L.P. (global asset management, 1985-2012), including Managing Director (2006-2012) and Senior Vice President and Senior Portfolio Manager (2001-2006). Ms. Fuller currently serves as a member of the Board, Audit Committee and Nominating and Governance Committee of The Williams Companies, Inc. (natural gas infrastructure, 2018-present), as a member of the Board, Audit Committee and Nominating and Governance Committee of two Blackstone business development companies (2020-present) and as a member of the Board of Treliant, LLC (consulting, 2019-present).

Patricia L. Kampling (1959)

Year of Election or Appointment: 2020

Trustee

Ms. Kampling also serves as Trustee of other Fidelity® funds. Prior to her retirement, Ms. Kampling served as Chairman of the Board and Chief Executive Officer (2012-2019), President and Chief Operating Officer (2011-2012) and Executive Vice President and Chief Financial Officer (2010-2011) of Alliant Energy Corporation. Ms. Kampling currently serves as a member of the Board, Compensation Committee and Executive Committee and as Chair of the Audit Committee of Briggs & Stratton Corporation (manufacturing, 2011-present) and as a member of the Board, Audit, Finance and Risk Committee and Safety, Environmental, Technology and Operations Committee of American Water Works Company, Inc. (utilities company, 2019-present). In addition, Ms. Kampling currently serves as a member of the Board of the Nature Conservancy, Wisconsin Chapter (2019-present). Previously, Ms. Kampling served as a Member of the Advisory Board of certain Fidelity® funds (2020), a member of the Board of Interstate Power and Light Company (2012-2019) and Wisconsin Power and Light Company (2012-2019) (each a subsidiary of Alliant Energy Corporation) and as a member of the Board and Workforce Development Committee of the Business Roundtable (2018-2019).

Thomas A. Kennedy (1955)

Year of Election or Appointment: 2021

Trustee

Mr. Kennedy also serves as Trustee of other Fidelity® funds. Previously, Mr. Kennedy served as a Member of the Advisory Board of certain Fidelity® funds (2020) and held a variety of positions at Raytheon Company (aerospace and defense, 1983-2020), including Chairman and Chief Executive Officer (2014-2020) and Executive Vice President and Chief Operating Officer (2013-2014). Mr. Kennedy currently serves as Executive Chairman of the Board of Directors of Raytheon Technologies Corporation (aerospace and defense, 2020-present). He is also a member of the Rutgers School of Engineering Industry Advisory Board (2011-present) and a member of the UCLA Engineering Dean's Executive Board (2016-present).

Garnett A. Smith (1947)

Year of Election or Appointment: 2018

Trustee

Mr. Smith also serves as Trustee of other Fidelity® funds. Prior to his retirement, Mr. Smith served as Chairman and Chief Executive Officer (1990-1997) and President (1986-1990) of Inbrand Corp. (manufacturer of personal absorbent products). Prior to his employment with Inbrand Corp., he was employed by a retail fabric chain and North Carolina National Bank (now Bank of America). Mr. Smith previously served as a member of the Advisory Board of certain Fidelity® funds (2012-2013).

David M. Thomas (1949)

Year of Election or Appointment: 2008

Trustee

Lead Independent Trustee

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

Susan Tomasky (1953)

Year of Election or Appointment: 2020

Trustee

Ms. Tomasky also serves as Trustee of other Fidelity® funds. Prior to her retirement, Ms. Tomasky served in various executive officer positions at American Electric Power Company, Inc. (1998-2011), including most recently as President of AEP Transmission (2007-2011). Ms. Tomasky currently serves as a member of the Board and Sustainability Committee and as Chair of the Audit Committee of Marathon Petroleum Corporation (2018-present) and as a member of the Board, Corporate Governance Committee and Organization and Compensation Committee and as Chair of the Audit Committee of Public Service Enterprise Group, Inc. (utilities company, 2012-present). In addition, Ms. Tomasky currently serves as a member of the Board of the Columbus Regional Airport Authority (2007-present), as a member of the Board of the Royal Shakespeare Company – America (2009-present), as a member of the Board of the Columbus Association for the Performing Arts (2011-present) and as a member of the Board of Kenyon College (2016-present). Previously, Ms. Tomasky served as a Member of the Advisory Board of certain Fidelity® funds (2020), a member of the Board (2011-2019) and as Lead Independent Director (2015-2018) of Andeavor Corporation (previously Tesoro Corporation) (independent oil refiner and marketer) and as a member of the Board of Summit Midstream Partners LP (energy, 2012-2018).

Michael E. Wiley (1950)

Year of Election or Appointment: 2018

Trustee

Mr. Wiley also serves as Trustee of other Fidelity® funds. Previously, Mr. Wiley served as a member of the Advisory Board of certain Fidelity® funds (2018-2020), Chairman, President and CEO of Baker Hughes, Inc. (oilfield services, 2000-2004). Mr. Wiley also previously served as a member of the Board of Andeavor Corporation (independent oil refiner and marketer, 2005-2018), a member of the Board of Andeavor Logistics LP (natural resources logistics, 2015-2018) and a member of the Board of High Point Resources (exploration and production, 2005-2020).

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

Trustees and Officers – continued

Advisory Board Members and Officers:

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

Name, Year of Birth; Principal Occupation

Ned C. Lautenbach (1944)

Year of Election or Appointment: 2021

Member of the Advisory Board

Mr. Lautenbach also serves as a Member of the Advisory Board of other Fidelity® funds. Mr. Lautenbach currently serves as Chair of the Board of Governors, State University System of Florida (2013-present) and is a member of the Council on Foreign Relations (1994-present). He is also a member and has in the past served as Chairman of the Board of Directors of Artis-Naples (2012-present). Previously, Mr. Lautenbach served as a Trustee of certain Fidelity® funds (2000-2020) and a member and then Lead Director of the Board of Directors of Eaton Corporation (diversified industrial, 1997-2016). He was also a Partner at Clayton, Dubilier & Rice, LLC (private equity investment, 1998-2010); as well as Director of Sony Corporation (2006-2007). In addition, Mr. Lautenbach had a 30-year career with IBM (technology company), during which time he served as Senior Vice President and as a member of the Corporate Executive Committee (1968-1998).

Peter S. Lynch (1944)

Year of Election or Appointment: 2003

Member of the Advisory Board

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

Craig S. Brown (1977)

Year of Election or Appointment: 2019

Assistant Treasurer

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

John J. Burke III (1964)

Year of Election or Appointment: 2018

Chief Financial Officer

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

William C. Coffey (1969)

Year of Election or Appointment: 2019

Assistant Secretary

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

Timothy M. Cohen (1969)

Year of Election or Appointment: 2018

Vice President

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

Jonathan Davis (1968)

Year of Election or Appointment: 2010

Assistant Treasurer

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

Laura M. Del Prato (1964)

Year of Election or Appointment: 2018

Assistant Treasurer

Ms. Del Prato also serves as an officer of other funds. Ms. Del Prato is an employee of Fidelity Investments (2017-present). Previously, Ms. Del Prato served as President and Treasurer of The North Carolina Capital Management Trust: Cash Portfolio and Term Portfolio (2018-2020). Prior to joining Fidelity Investments, Ms. Del Prato served as a Managing Director and Treasurer of the JPMorgan Mutual Funds (2014-2017). Prior to JPMorgan, Ms. Del Prato served as a partner at Cohen Fund Audit Services (accounting firm, 2012-2013) and KPMG LLP (accounting firm, 2004-2012).

Colm A. Hogan (1973)

Year of Election or Appointment: 2020

Assistant Treasurer

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

Pamela R. Holding (1964)

Year of Election or Appointment: 2018

Vice President

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

Cynthia Lo Bessette (1969)

Year of Election or Appointment: 2019

Secretary and Chief Legal Officer (CLO)

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

Chris Maher (1972)

Year of Election or Appointment: 2020

Deputy Treasurer

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

Jason P. Pogorelec (1975)

Year of Election or Appointment: 2020

Chief Compliance Officer

Mr. Pogorelec also serves as Chief Compliance Officer of other funds. Mr. Pogorelec is a senior Vice President of Asset Management Compliance for Fidelity Investments and is an employee of Fidelity Investments (2006-present). Previously, Mr. Pogorelec served as Vice President, Associate General Counsel for Fidelity Investments (2010-2020) and Assistant Secretary of certain Fidelity funds (2015-2020).

Brett Segaloff (1972)

Year of Election or Appointment: 2021

Anti-Money Laundering (AML) Officer

Mr. Segaloff also serves as an AML Officer of other funds and other related entities. He is Director, Anti-Money Laundering (2007-present) of FMR LLC (diversified financial services company) and is an employee of Fidelity Investments (1996-present).

Stacie M. Smith (1974)

Year of Election or Appointment: 2016

President and Treasurer

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

Trustees and Officers – continued

Marc L. Spector (1972)

Year of Election or Appointment: 2016

Assistant Treasurer

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

Jim Wegmann (1979)

Year of Election or Appointment: 2019

Assistant Treasurer

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

Shareholder Expense Example

As a shareholder, you incur two types of costs: (1) transaction costs, which may include sales charges (loads) on purchase payments or redemption proceeds, as applicable and (2) ongoing costs, which generally include management fees, distribution and/or service (12b-1) fees and other Fund expenses. This Example is intended to help you understand your ongoing costs (in dollars) of investing in a fund and to compare these costs with the ongoing costs of investing in other mutual funds.

The Example is based on an investment of \$1,000 invested at the beginning of the period and held for the entire period (July 1, 2020 to December 31, 2020).

Actual Expenses

The first line of the accompanying table provides information about actual account values and actual expenses. You may use the information in this line, together with the amount you invested, to estimate the expenses that you paid over the period. Simply divide your account value by \$1,000.00 (for example, an \$8,600 account value divided by \$1,000.00 = 8.6), then multiply the result by the number in the first line for a class/Fund under the heading entitled "Expenses Paid During Period" to estimate the expenses you paid on your account during this period. If any fund is a shareholder of any underlying mutual funds or exchange-traded funds (ETFs) (the Underlying Funds), such fund indirectly bears its proportional share of the expenses of the Underlying Funds in addition to the direct expenses incurred presented in the table. These fees and expenses are not included in the annualized expense ratio used to calculate the expense estimate in the table below. The estimate of expenses does not include any fees or other expenses of any variable annuity or variable life insurance product. If they were, the estimate of expenses you paid during the period would be higher, and your ending account value would be lower.

Hypothetical Example for Comparison Purposes

The second line of the accompanying table provides information about hypothetical account values and hypothetical expenses based on the actual expense ratio and an assumed rate of return of 5% per year before expenses, which is not the actual return. The hypothetical account values and expenses may not be used to estimate the actual ending account balance or expenses you paid for the period. You may use this information to compare the ongoing costs of investing in the Fund and other funds. To do so, compare this 5% hypothetical example with the 5% hypothetical examples that appear in the shareholder reports of the other funds. If any fund is a shareholder of any Underlying Funds, such fund indirectly bears its proportional share of the expenses of the Underlying Funds in addition to the direct expenses as presented in the table. These fees and expenses are not included in the annualized expense ratio used to calculate the expense estimate in the table below. The estimate of expenses does not include any fees or other expenses of any variable annuity or variable life insurance product. If they were, the estimate of expenses you paid during the period would be higher, and your ending account value would be lower.

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

	Annualized Expense Ratio- ^A	Beginning Account Value July 1, 2020	Ending Account Value December 31, 2020	Expenses Paid During Period- ^B July 1, 2020 to December 31, 2020
VIP Mid Cap Portfolio				
Initial Class	.62%			
Actual		\$1,000.00	\$1,351.00	\$3.66
Hypothetical- ^C		\$1,000.00	\$1,022.02	\$3.15
Service Class	.72%			
Actual		\$1,000.00	\$1,350.20	\$4.25
Hypothetical- ^C		\$1,000.00	\$1,021.52	\$3.66
Service Class 2	.87%			
Actual		\$1,000.00	\$1,349.30	\$5.14
Hypothetical- ^C		\$1,000.00	\$1,020.76	\$4.42
Investor Class	.70%			
Actual		\$1,000.00	\$1,350.20	\$4.14
Hypothetical- ^C		\$1,000.00	\$1,021.62	\$3.56

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

^B Expenses are equal to the annualized expense ratio, multiplied by the average account value over the period, multiplied by 184/366 (to reflect the one-half year period). The fees and expenses of any Underlying Funds are not included in each annualized expense ratio.

^C 5% return per year before expenses

Distributions (Unaudited)

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

	Pay Date	Record Date	Capital Gains
VIP Mid Cap Portfolio			
Initial Class	02/05/21	02/05/21	\$0.151
Investor Class	02/05/21	02/05/21	\$0.151
Service Class	02/05/21	02/05/21	\$0.151
Service Class 2	02/05/21	02/05/21	\$0.151

The fund hereby designates as a capital gain dividend with respect to the taxable year ended December 31, 2020, \$29,677,939, or, if subsequently determined to be different, the net capital gain of such year.

Initial Class, Investor Class, Service Class, and Service Class 2 designates 100% of the dividends distributed in February and December, respectively during the fiscal year as qualifying for the dividends—received deduction for corporate shareholders.

Proxy Voting Results

A special meeting of shareholders was held on June 9, 2020. The results of votes taken among shareholders on the proposals before them are reported below. Each vote reported represents one dollar of net asset value held on the record date for the meeting.

PROPOSAL 1

To elect a Board of Trustees.

	# of Votes	% of Votes		# of Votes	% of Votes
Dennis J. Dirks			Affirmative	11,834,415,540.516	95.151
Affirmative	11,873,719,424.880	95.467	Withheld	603,037,368.425	4.849
Withheld	563,733,484.061	4.533	TOTAL	12,437,452,908.941	100.000
TOTAL	12,437,452,908.941	100.000	Cornelia M. Small		
Donald F. Donahue			Affirmative	11,856,824,619.655	95.332
Affirmative	11,885,423,471.800	95.562	Withheld	580,628,289.286	4.668
Withheld	552,029,437.141	4.438	TOTAL	12,437,452,908.941	100.000
TOTAL	12,437,452,908.941	100.000	Garnett A. Smith		
Bettina Doulton			Affirmative	11,800,183,109.304	94.876
Affirmative	11,132,346,192.263	95.686	Withheld	637,269,799.637	5.124
Withheld	491,342,869.791	4.314	TOTAL	12,437,452,908.941	100.000
TOTAL	12,437,452,908.941	100.000	David M. Thomas		
Vicki L. Fuller			Affirmative	11,862,989,291.482	95.381
Affirmative	11,897,618,142.237	95.660	Withheld	574,463,617.459	4.619
Withheld	539,834,766.704	4.340	TOTAL	12,437,452,908.941	100.000
TOTAL	12,437,452,908.941	100.000	Susan Tomasky		
Patricia L. Kampling			Affirmative	11,892,512,654.887	95.619
Affirmative	11,903,021,284.235	95.703	Withheld	544,940,254.055	4.381
Withheld	534,431,624.706	4.297	TOTAL	12,437,452,908.941	100.000
TOTAL	12,437,452,908.941	100.000	Michael E. Wiley		
Alan J. Lacy			Affirmative	11,861,612,322.369	95.370
Affirmative	11,856,684,544.198	95.330	Withheld	575,840,586.573	4.630
Withheld	580,768,364.743	4.670	TOTAL	12,437,452,908.941	100.000
TOTAL	12,437,452,908.941	100.000			
Ned C. Lautenbach					
Affirmative	11,824,513,544.259	95.072			
Withheld	612,939,364.683	4.928			
TOTAL	12,437,452,908.941	100.000			
Robert A. Lawrence					
Affirmative	11,101,337,946.609	95.494			
Withheld	522,351,115.445	4.506			
TOTAL	12,437,452,908.941	100.000			
Joseph Mauriello					

PROPOSAL 2

To convert a fundamental investment policy to a non-fundamental investment policy.

	# of Votes	% of Votes
Affirmative	4,257,785,983.316	82.911
Against	434,983,038.191	8.470
Abstain	442,624,139.880	8.619
Broker Non-Vote	0.00	0.00
TOTAL	5,135,393,161.387	100.000

Proposal 1 reflects trust wide proposal and voting results.

