

# Fidelity<sup>®</sup> Variable Insurance Products:

## Asset Manager Portfolio

Annual Report  
December 31, 2018



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

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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.

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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-Q. Forms N-Q are available on the SEC's web site at <http://www.sec.gov>. A fund's Forms N-Q may be reviewed and copied at the SEC's Public Reference Room in Washington, DC. Information regarding the operation of the SEC's Public Reference Room may be obtained by calling 1-800-SEC-0330.*

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

**NOT FDIC INSURED •MAY LOSE VALUE •NO BANK GUARANTEE**

*Neither the Fund nor Fidelity Distributors Corporation is a bank.*

# Performance: The Bottom Line

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

## Average Annual Total Returns

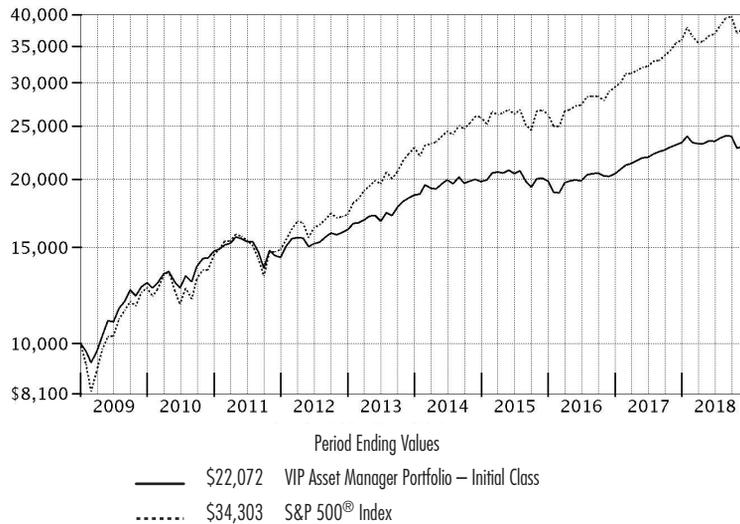
For the periods ended December 31, 2018

|                 | Past 1 year | Past 5 years | Past 10 years |
|-----------------|-------------|--------------|---------------|
| Initial Class   | -5.35%      | 3.36%        | 8.24%         |
| Service Class   | -5.44%      | 3.25%        | 8.12%         |
| Service Class 2 | -5.61%      | 3.09%        | 7.95%         |
| Investor Class  | -5.39%      | 3.28%        | 8.15%         |

## \$10,000 Over 10 Years

Let's say hypothetically that \$10,000 was invested in VIP Asset Manager Portfolio – Initial Class on December 31, 2008.

The chart shows how the value of your investment would have changed, and also shows how the S&P 500® Index performed over the same period.



# Management's Discussion of Fund Performance

**Market Recap:** The global economy remained in expansion in 2018, but growth became less synchronous and more uneven. Meanwhile, global monetary policy became a headwind, and this uncertainty spurred an increase in volatility among risk assets. This was particularly true in the latter part of the year due to several factors including China entering a growth recession, emerging late-cycle conditions in the U.S., falling commodity prices, China-U.S. trade-policy uncertainty and the U.K.'s planned "Brexit" from the European Union. Against this backdrop, U.S. equities, as measured by the S&P 500<sup>®</sup> index returned -4.38% in 2018. Sector-wise, seven of the 11 major sectors in the S&P 500<sup>®</sup> lost ground this period. Falling crude-oil prices caused energy stocks (-18%) to suffer most, while slowing global growth concerns felled the materials (-15%), industrials (-13%) and financials (-13%) sectors. Conversely, health care (+6%) led the way, followed by the utilities (+4%), information technology (+3%) and consumer discretionary (+2%) sectors. Overseas, equities suffered a pronounced, broad-based correction, returning -14.04% for the year, according to the MSCI ACWI ex USA Index. Among regions in the index, Asia-Pacific (-11%) and Japan (-13%) held up best, whereas resource-rich Canada (-17%), Europe (-14%) and emerging markets (-14%) lagged. In terms of fixed income, investment-grade bonds were roughly flat for the 12 months, according to the Bloomberg Barclays U.S. Aggregate Bond Index. Late in the year, concerns about global growth pushed Treasury yields lower and credit spreads wider. Short-term debt led most U.S. investment-grade sectors, followed by asset-backed securities and agency bonds while corporate credit produced negative returns according to Bloomberg Barclays.

**Comments from Lead Portfolio Manager Geoff Stein and Co-Portfolio Manager Avishek Hazrachoudhury:** For the year, the fund's share classes returned roughly -5% to -6%, trailing the -3.59% result of the Fidelity Asset Manager 50% Composite Index<sup>SM</sup>. The fund underperformed the Composite benchmark primarily because of weak U.S. stock selection during the final quarter of 2018. More specifically, security selection within information technology had the greatest negative impact. Picks among international developed-markets (DM) equities also notably detracted from performance. Overall, asset allocation aided performance versus the benchmark, driven by equity positioning. Underweighted exposure to international stocks fueled the fund's positive equity allocation results, as both DM and emerging-markets (EM) lagged U.S. equities, primarily due to a strengthening U.S. dollar. Conversely, our small allocation to commodities modestly hampered our equity strategy, largely due to falling oil prices. Our fixed-income allocation strategy — underweighting cash and investment-grade bonds to help fund various out-of-benchmark positions — detracted versus the Composite benchmark and partially offset the performance benefit provided by our equity strategy. Underweighting cash in the portfolio hurt, since it was the best performer across all the asset classes we invest in. The fund's underweighting in investment-grade debt was a further dampener, primarily because some of the alternative bond sectors we invested in didn't perform as well as expected. Looking ahead, we have a broadly neutral view toward stocks, but believe international markets — particularly EM — may offer more attractive opportunities than the U.S.

*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.*

**Note to shareholders:** Avishek Hazrachoudhury joined Geoff Stein as Co-Manager of the fund on April 28, 2018.

# Investment Summary (Unaudited)

The information in the following tables is based on the combined investments of the Fund and its pro-rata share of the investments of Fidelity's Central Funds, other than the Commodity Strategy and Money Market Central Funds.

## Top Five Stocks as of December 31, 2018

|                          | % of fund's net<br>assets |
|--------------------------|---------------------------|
| Apple, Inc.              | 1.3                       |
| Microsoft Corp.          | 1.3                       |
| Amazon.com, Inc.         | 0.7                       |
| Alphabet, Inc. Class A   | 0.7                       |
| UnitedHealth Group, Inc. | <u>0.5</u>                |
|                          | 4.5                       |

## Top Five Bond Issuers as of December 31, 2018

| (with maturities greater than one year) | % of fund's net<br>assets |
|---|---------------------------|
| U.S. Treasury Obligations               | 16.3                      |
| Fannie Mae                              | 4.2                       |
| Freddie Mac                             | 2.2                       |
| Ginnie Mae                              | 2.0                       |
| Morgan Stanley                          | <u>0.5</u>                |
|   | 25.2                      |

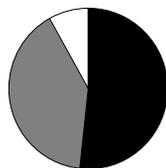
## Top Five Market Sectors as of December 31, 2018

|                        | % of fund's net<br>assets |
|------------------------|---------------------------|
| Financials             | 12.4                      |
| Information Technology | 7.5                       |
| Health Care            | 6.7                       |
| Consumer Discretionary | 5.2                       |
| Investment Companies   | 4.9                       |

## Asset Allocation (% of fund's net assets)

As of December 31, 2018\*

|                                    |       |
|------------------------------------|-------|
| ■ Stock Class and Equity Futures** | 51.7% |
| ■ Bonds                            | 40.2% |
| □ Short-Term Class                 | 8.1%  |



\* Foreign investments – 17.3%

\*\* Includes investment in Fidelity® Commodity Strategy Central Fund of 0.5%

Asset allocations in the pie chart reflects the categorization of assets as defined in the Fund's prospectus in effect as of the time periods indicated above. Financial Statement categorizations conform to accounting standards and will differ from the pie chart. Percentages are adjusted for the effect of future contracts and swap contracts, if applicable.

An unaudited holdings listing for the Fund, which presents direct holdings as well as the pro-rata share of any securities and other investments held indirectly through its investment in underlying Fidelity Central Funds, other than the Commodity Strategy and Money Market Central Funds, is available at [institutional.fidelity.com](http://institutional.fidelity.com).

Percentages in the above tables are adjusted for the effect of TBA Sale Commitments.

# Schedule of Investments December 31, 2018

Showing Percentage of Net Assets

## U.S. Treasury Obligations – 0.1%

|  | Principal Amount | Value            |
|--|------------------|------------------|
| U.S. Treasury Bills, yield at date of purchase 2.36% to 2.39% 3/21/19 to 3/28/19 (a)<br>(Cost \$964,809) | \$970,000        | <u>\$964,781</u> |

## Fixed-Income Funds – 42.8%

|  | Shares    |                   |
|--|-----------|-------------------|
| Fidelity Emerging Markets Debt Central Fund (b)          | 583,285   | 5,313,724         |
| Fidelity Floating Rate Central Fund (b)                  | 107,533   | 10,586,662        |
| Fidelity High Income Central Fund 1 (b)                  | 200,517   | 17,687,634        |
| Fidelity Inflation-Protected Bond Index Central Fund (b) | 443,582   | 43,240,395        |
| Fidelity International Credit Central Fund (b)           | 65,923    | 6,252,182         |
| Fidelity VIP Investment Grade Central Fund (b)           | 3,203,467 | 327,746,738       |
| iShares 20+ Year Treasury Bond ETF (c)                   | 190,245   | <u>23,116,669</u> |

**TOTAL FIXED-INCOME FUNDS**  
(Cost \$436,749,818) **433,944,004**

## Money Market Funds – 10.8%

|   |            |                   |
|---|------------|-------------------|
| Fidelity Cash Central Fund, 2.42% (d)                       | 57,853,819 | 57,865,390        |
| Fidelity Money Market Central Fund, 2.65% (d)               | 28,433,757 | 28,433,757        |
| Fidelity Securities Lending Cash Central Fund 2.41% (d) (e) | 23,349,775 | <u>23,352,110</u> |

**TOTAL MONEY MARKET FUNDS**  
(Cost \$109,651,203) **109,651,257**

## Equity Funds – 48.6%

### Domestic Equity Funds – 33.7%

|  |           |                  |
|--|-----------|------------------|
| Fidelity Commodity Strategy Central Fund (b)     | 1,245,244 | 5,777,933        |
| Fidelity Communication Services Central Fund (b) | 150,068   | 25,254,865       |
| Fidelity Consumer Discretionary Central Fund (b) | 114,930   | 32,684,891       |
| Fidelity Consumer Staples Central Fund (b)       | 123,965   | 20,621,637       |
| Fidelity Energy Central Fund (b)                 | 164,551   | 15,665,211       |
| Fidelity Financials Central Fund (b)             | 694,519   | 60,256,487       |
| Fidelity Health Care Central Fund (b)            | 128,983   | 49,822,385       |
| Fidelity Industrials Central Fund (b)            | 131,273   | 30,499,994       |
| Fidelity Information Technology Central Fund (b) | 223,975   | 69,799,551       |
| Fidelity Materials Central Fund (b)              | 47,749    | 8,640,671        |
| Fidelity Real Estate Equity Central Fund (b)     | 44,248    | 4,299,574        |
| Fidelity Utilities Central Fund (b)              | 66,488    | 11,312,941       |
| iShares S&P 500 Index ETF                        | 27,589    | <u>6,941,668</u> |

TOTAL DOMESTIC EQUITY FUNDS 341,577,808

### International Equity Funds – 14.9%

|   |           |                   |
|---|-----------|-------------------|
| Fidelity Emerging Markets Equity Central Fund (b) | 117,437   | 22,338,825        |
| Fidelity International Equity Central Fund (b)    | 1,247,747 | 85,757,636        |
| iShares Core MSCI Emerging Markets ETF            | 340,860   | <u>16,071,549</u> |

|                                  | Shares  | Value              |
|----------------------------------|---------|--------------------|
| iShares MSCI EAFE Index ETF      | 115,641 | \$ 6,797,378       |
| iShares MSCI Japan ETF           | 383,139 | <u>19,421,316</u>  |
| TOTAL INTERNATIONAL EQUITY FUNDS |         | <u>150,386,704</u> |

**TOTAL EQUITY FUNDS**  
(Cost \$506,716,765) **491,964,512**

**TOTAL INVESTMENT IN SECURITIES – 102.3%**  
(Cost \$1,054,082,595) **1,036,524,554**

**NET OTHER ASSETS (LIABILITIES) – (2.3)%** **(23,560,520)**

**NET ASSETS – 100%** **\$1,012,964,034**

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

## Schedule of Investments – continued

### Futures Contracts

|  | Number<br>of contracts | Expiration<br>Date | Notional<br>Amount | Value      | Unrealized<br>Appreciation/<br>(Depreciation) |
|--|------------------------|--------------------|--------------------|------------|---|
| <b>Purchased</b>   |                        |                    |                    |            |   |
| <b>Equity Index Contracts</b>                                    |                        |                    |                    |            |   |
| ICE E-mini MSCI Emerging Markets Index Contracts (United States) | 349                    | March 2019         | \$16,870,660       | \$ (2,263) | <u>\$ (2,263)</u>                             |

The notional amount of futures purchased as a percentage of Net Assets is 1.7%

For the period, the average monthly underlying face amount at value for futures contracts in the aggregate was \$22,850,543.

### Security Type Abbreviations

ETF — Exchange-Traded Fund

### Legend

- (a) Security or a portion of the security was pledged to cover margin requirements for futures contracts. At period end, the value of securities pledged amounted to \$964,781.
- (b) Affiliated fund that is generally available only to investment companies and other accounts managed by Fidelity Investments. A complete unaudited schedule of portfolio holdings for each Fidelity Central Fund is filed with the SEC for the first and third quarters of each fiscal year on Form N-Q and is available upon request or at the SEC's website at [www.sec.gov](http://www.sec.gov). An unaudited holdings listing for the Fund, which presents direct holdings as well as the pro-rata share of securities and other investments held indirectly through its investment in underlying non-money market Fidelity Central Funds, other than the Commodity Strategy Central Fund, is available at [fidelity.com](http://fidelity.com) and/or [institutional.fidelity.com](http://institutional.fidelity.com), as applicable. 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.
- (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                           | \$ 504,726           |
| Fidelity Commodity Strategy Central Fund             | 532,111              |
| Fidelity Communication Services Central Fund         | 263,473              |
| Fidelity Consumer Discretionary Central Fund         | 1,560,299            |
| Fidelity Consumer Staples Central Fund               | 2,588,938            |
| Fidelity Emerging Markets Debt Central Fund          | 326,557              |
| Fidelity Emerging Markets Equity Central Fund        | 2,184,184            |
| Fidelity Energy Central Fund                         | 383,330              |
| Fidelity Financials Central Fund                     | 4,393,573            |
| Fidelity Floating Rate Central Fund                  | 600,798              |
| Fidelity Health Care Central Fund                    | 3,268,769            |
| Fidelity High Income Central Fund 1                  | 1,115,488            |
| Fidelity Industrials Central Fund                    | 2,078,651            |
| Fidelity Inflation-Protected Bond Index Central Fund | 1,243,231            |
| Fidelity Information Technology Central Fund         | 14,555,369           |
| Fidelity International Credit Central Fund           | 251,878              |
| Fidelity International Equity Central Fund           | 7,231,238            |
| Fidelity Materials Central Fund                      | 909,043              |
| Fidelity Money Market Central Fund                   | 789,821              |
| Fidelity Real Estate Equity Central Fund             | 246,150              |
| Fidelity Securities Lending Cash Central Fund        | 27,487               |
| Fidelity Utilities Central Fund                      | 1,208,346            |
| Fidelity VIP Investment Grade Central Fund           | 10,016,799           |
| Total  | <u>\$ 56,280,259</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.

Fiscal year to date information regarding the Fund's investments in non-Money Market Central Funds, including the ownership percentage, is presented below.

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

| Affiliate  | Value,<br>beginning<br>of period | Purchases <sup>(a)</sup> | Sales<br>Proceeds <sup>(a)</sup> | Realized<br>Gain (loss) | Change in<br>Unrealized<br>appreciation<br>(depreciation) | Value,<br>end<br>of period | % ownership,<br>end<br>of period |
|--|----------------------------------|--------------------------|----------------------------------|-------------------------|---|----------------------------|----------------------------------|
| Fidelity Commodity Strategy Central Fund             | \$ 24,141,586                    | \$ 5,247,855             | \$ 21,732,462                    | \$ 1,882,127            | \$ (3,761,173)  | \$ 5,777,933               | 2.3%                             |
| Fidelity Communication Services Central Fund         | 7,600,063                        | 20,853,987               | 990,599                          | (136,519)               | (2,072,067)   | 25,254,865                 | 1.8%                             |
| Fidelity Consumer Discretionary Central Fund         | 39,907,667                       | 4,140,852                | 10,367,028                       | 1,268,156               | (2,264,756)   | 32,684,891                 | 1.9%                             |
| Fidelity Consumer Staples Central Fund               | 25,594,068                       | 4,382,344                | 3,064,095                        | (164,824)               | (6,125,856)   | 20,621,637                 | 1.8%                             |
| Fidelity Emerging Markets Debt Central Fund          | 6,149,917                        | 420,285                  | 662,314                          | (28,483)                | (565,681)   | 5,313,724                  | 4.1%                             |
| Fidelity Emerging Markets Equity Central Fund        | 35,072,978                       | 2,907,002                | 9,067,518                        | 709,536                 | (7,283,173)   | 22,338,825                 | 3.6%                             |
| Fidelity Energy Central Fund                         | 21,953,260                       | 2,115,560                | 2,881,874                        | (134,577)               | (5,387,158)   | 15,665,211                 | 1.9%                             |
| Fidelity Financials Central Fund                     | 73,707,560                       | 10,125,972               | 9,965,470                        | (218,141)               | (13,393,434)  | 60,256,487                 | 2.0%                             |
| Fidelity Floating Rate Central Fund                  | 11,607,545                       | 788,254                  | 1,324,633                        | 62,226                  | (546,730)   | 10,586,662                 | 0.5%                             |
| Fidelity Health Care Central Fund                    | 50,835,229                       | 6,849,920                | 8,903,751                        | 868,498                 | 172,489   | 49,822,385                 | 1.8%                             |
| Fidelity High Income Central Fund 1                  | 22,661,288                       | 3,540,166                | 6,848,505                        | 1,136,446               | (2,801,761)   | 17,687,634                 | 4.0%                             |
| Fidelity Industrials Central Fund                    | 38,362,342                       | 5,713,475                | 5,643,332                        | (110,057)               | (7,822,434)   | 30,499,994                 | 1.9%                             |
| Fidelity Inflation-Protected Bond Index Central Fund | 38,335,640                       | 11,341,010               | 5,117,221                        | (19,954)                | (1,299,080)   | 43,240,395                 | 3.9%                             |
| Fidelity Information Technology Central Fund         | 89,977,814                       | 27,459,635               | 27,410,682                       | 289,667                 | (20,516,883)  | 69,799,551                 | 1.9%                             |
| Fidelity International Credit Central Fund           | 6,770,597                        | 604,313                  | 793,752                          | (11,433)                | (317,543)   | 6,252,182                  | 3.6%                             |
| Fidelity International Equity Central Fund           | 132,600,366                      | 8,920,548                | 32,069,741                       | 3,284,763               | (26,978,300)  | 85,757,636                 | 3.8%                             |
| Fidelity Materials Central Fund                      | 11,835,527                       | 1,838,926                | 1,441,096                        | (93,504)                | (3,499,182)   | 8,640,671                  | 1.9%                             |
| Fidelity Real Estate Equity Central Fund             | 5,419,890                        | 322,186                  | 906,209                          | 11,062                  | (547,355)   | 4,299,574                  | 3.7%                             |
| Fidelity Utilities Central Fund                      | 11,146,784                       | 2,108,363                | 1,762,051                        | 57,158                  | (237,313)   | 11,312,941                 | 1.9%                             |
| Fidelity VIP Investment Grade Central Fund           | 382,978,640                      | 48,220,914               | 92,478,404                       | (1,121,390)             | (9,853,022)   | 327,746,738                | 6.2%                             |
|  | <u>\$1,036,658,761</u>           | <u>\$167,901,567</u>     | <u>\$243,430,737</u>             | <u>\$ 7,530,757</u>     | <u>\$ (115,100,412)</u>                                   | <u>\$853,559,936</u>       |                                  |

(a) Includes the value of shares purchased or redeemed through in-kind transactions, if applicable. See the Notes to Financial Statements for additional details.

## Investment Valuation

The following is a summary of the inputs used, as of December 31, 2018, 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     |
|---|------------------------|------------------------|------------------|-------------|
| <b>Investments in Securities:</b>                 |                        |                        |                  |             |
| U.S. Government and Government Agency Obligations | \$ 964,781             | \$ —                   | \$964,781        | \$ —        |
| Fixed Income Funds                                | 433,944,004            | 433,944,004            | —                | —           |
| Money Market Funds                                | 109,651,257            | 109,651,257            | —                | —           |
| Equity Funds                                      | 491,964,512            | 491,964,512            | —                | —           |
| <b>Total Investments in Securities:</b>           | <u>\$1,036,524,554</u> | <u>\$1,035,559,773</u> | <u>\$964,781</u> | <u>\$ —</u> |
| <b>Derivative Instruments:</b>                    |                        |                        |                  |             |
| <b>Liabilities</b>                                |                        |                        |                  |             |
| Futures Contracts                                 | \$ (2,263)             | \$ (2,263)             | \$ —             | \$ —        |
| <b>Total Liabilities</b>                          | <u>\$ (2,263)</u>      | <u>\$ (2,263)</u>      | <u>\$ —</u>      | <u>\$ —</u> |
| <b>Total Derivative Instruments:</b>              | <u>\$ (2,263)</u>      | <u>\$ (2,263)</u>      | <u>\$ —</u>      | <u>\$ —</u> |

## Value of Derivative Instruments

The following table is a summary of the Fund's value of derivative instruments by primary risk exposure as of December 31, 2018. For additional information on derivative instruments, please refer to the Derivative Instruments section in the accompanying Notes to Financial Statements.

| Primary Risk Exposure / Derivative Type | Value      |                   |
|---|------------|-------------------|
|   | Asset      | Liability         |
| <b>Equity Risk</b>                      |            |                   |
| Futures Contracts <sup>(a)</sup>        | \$0        | \$ (2,263)        |
| <b>Total Equity Risk</b>                | <u>0</u>   | <u>(2,263)</u>    |
| <b>Total Value of Derivatives</b>       | <u>\$0</u> | <u>\$ (2,263)</u> |

(a) Reflects gross cumulative appreciation (depreciation) on futures contracts as presented in the Schedule of Investments. In the Statement of Assets and Liabilities, the period end daily variation margin is included in receivable or

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

## Schedule of Investments – continued

payable for daily variation margin on futures contracts, and the net cumulative appreciation (depreciation) is included in net unrealized appreciation (depreciation).

### Other Information

The information in the following tables is based on the combined investments of the Fund and its pro-rata share of the investments of Fidelity's Central Funds, other than the Commodity Strategy and Money Market Central Funds. Percentages in the below tables are adjusted for the effect of TBA Sale Commitments.

The composition of credit quality ratings as a percentage of Total Net Assets is as follows (Unaudited):

|  |               |
|--|---------------|
| U.S. Government and U.S. Government Agency Obligations | 24.9%         |
| AAA,AA,A   | 2.9%          |
| BBB  | 7.7%          |
| BB   | 3.2%          |
| B  | 1.3%          |
| CCC,CC,C   | 0.4%          |
| D  | 0.0%          |
| Not Rated  | 0.8%          |
| Equities   | 49.4%         |
| Short-Term Investments and Net Other Assets            | 8.4%          |
|  | <u>100.0%</u> |

We have used ratings from Moody's Investors Service, Inc. Where Moody's® ratings are not available, we have used S&P® ratings. All ratings are as of the date indicated and do not reflect subsequent changes.

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

|                                    |               |
|------------------------------------|---------------|
| United States of America           | 82.8%         |
| United Kingdom                     | 2.4%          |
| Japan                              | 1.9%          |
| Netherlands                        | 1.3%          |
| Canada                             | 1.3%          |
| Switzerland                        | 1.2%          |
| Germany                            | 1.0%          |
| Others (Individually Less Than 1%) | 8.1%          |
|                                    | <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, 2018

### Assets

Investment in securities, at value (including securities loaned of \$22,977,541) — See accompanying schedule:

|   |                    |                      |
|---|--------------------|----------------------|
| Unaffiliated issuers (cost \$75,831,953)              | \$ 73,313,361      |                      |
| Fidelity Central Funds (cost \$978,250,642)           | <u>963,211,193</u> |                      |
| Total Investment in Securities (cost \$1,054,082,595) |                    | \$ 1,036,524,554     |
| Receivable for investments sold                       |                    | 8,081,192            |
| Receivable for fund shares sold                       |                    | 47,139               |
| Dividends receivable                                  |                    | 6,001                |
| Distributions receivable from Fidelity Central Funds  |                    | 103,874              |
| Prepaid expenses                                      |                    | 1,649                |
| Other receivables                                     |                    | <u>44,843</u>        |
| <b>Total assets</b>                                   |                    | <u>1,044,809,252</u> |

### Liabilities

|   |                   |                   |
|---|-------------------|-------------------|
| Payable for investments purchased                       | \$ 6,722,340      |                   |
| Payable for fund shares redeemed                        | 1,101,030         |                   |
| Accrued management fee                                  | 419,091           |                   |
| Distribution and service plan fees payable              | 4,216             |                   |
| Payable for daily variation margin on futures contracts | 61,075            |                   |
| Other affiliated payables                               | 105,210           |                   |
| Other payables and accrued expenses                     | 78,406            |                   |
| Collateral on securities loaned                         | <u>23,353,850</u> |                   |
| <b>Total liabilities</b>                                |                   | <u>31,845,218</u> |

**Net Assets** \$ 1,012,964,034

Net Assets consist of:

|                                     |                         |
|-------------------------------------|-------------------------|
| Paid in capital                     | \$ 995,084,076          |
| Total distributable earnings (loss) | <u>17,879,958</u>       |
| <b>Net Assets</b>                   | <u>\$ 1,012,964,034</u> |

### Net Asset Value and Maximum Offering Price

#### Initial Class:

Net Asset Value, offering price and redemption price per share (\$788,193,259 ÷ 57,627,032 shares) \$ 13.68

#### Service Class:

Net Asset Value, offering price and redemption price per share (\$4,378,169 ÷ 323,099 shares) \$ 13.55

#### Service Class 2:

Net Asset Value, offering price and redemption price per share (\$18,210,527 ÷ 1,365,820 shares) \$ 13.33

#### Investor Class:

Net Asset Value, offering price and redemption price per share (\$202,182,079 ÷ 14,881,712 shares) \$ 13.59

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

## Financial Statements – continued

| <b>Statement of Operations</b>   |               | Year ended December<br>31, 2018 |
|--|---------------|---------------------------------|
| <b>Investment Income</b>   |               |                                 |
| Dividends  |               | \$ 1,932,155                    |
| Interest   |               | 23,392                          |
| Income from Fidelity Central Funds                                     |               | 23,279,933                      |
| <b>Total income</b>  |               | <u>25,235,480</u>               |
| <b>Expenses</b>  |               |                                 |
| Management fee   | \$ 5,505,158  |                                 |
| Transfer agent fees  | 896,995       |                                 |
| Distribution and service plan fees                                     | 55,989        |                                 |
| Accounting and security lending fees                                   | 467,811       |                                 |
| Custodian fees and expenses  | 2,134         |                                 |
| Independent trustees' fees and expenses                                | 5,212         |                                 |
| Audit  | 63,820        |                                 |
| Legal  | 9,916         |                                 |
| Miscellaneous  | 8,134         |                                 |
| Total expenses before reductions                                       | 7,015,169     |                                 |
| Expense reductions   | (18,833)      |                                 |
| Total expenses after reductions  |               | <u>6,996,336</u>                |
| <b>Net investment income (loss)</b>                                    |               | <u>18,239,144</u>               |
| <b>Realized and Unrealized Gain (Loss)</b>                             |               |                                 |
| Net realized gain (loss) on:   |               |                                 |
| Investment securities:   |               |                                 |
| Unaffiliated issuers   | 4,017,932     |                                 |
| Fidelity Central Funds   | 7,594,602     |                                 |
| Futures contracts  | 3,102,930     |                                 |
| Capital gain distributions from Fidelity Central Funds                 | 33,000,326    |                                 |
| Total net realized gain (loss)   |               | 47,715,790                      |
| Change in net unrealized appreciation (depreciation) on:               |               |                                 |
| Investment securities:   |               |                                 |
| Unaffiliated issuers   | (8,427,354)   |                                 |
| Fidelity Central Funds   | (115,104,971) |                                 |
| Futures contracts  | (2,263)       |                                 |
| Total change in net unrealized appreciation (depreciation)             |               | <u>(123,534,588)</u>            |
| <b>Net gain (loss)</b>   |               | <u>(75,818,798)</u>             |
| <b>Net increase (decrease) in net assets resulting from operations</b> |               | <u>\$ (57,579,654)</u>          |

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

## Statement of Changes in Net Assets

|  | Year ended<br>December 31,<br>2018 | Year ended<br>December 31,<br>2017 |
|--|------------------------------------|------------------------------------|
| <b>Increase (Decrease) in Net Assets</b>                               |                                    |                                    |
| Operations   |                                    |                                    |
| Net investment income (loss)   | \$ 18,239,144                      | \$ 17,739,065                      |
| Net realized gain (loss)   | 47,715,790                         | 56,482,409                         |
| Change in net unrealized appreciation (depreciation)                   | (123,534,588)                      | 78,489,067                         |
| <b>Net increase (decrease) in net assets resulting from operations</b> | <u>(57,579,654)</u>                | <u>152,710,541</u>                 |
| Distributions to shareholders  | (55,614,527)                       | —                                  |
| Distributions to shareholders from net investment income               | —                                  | (21,295,471)                       |
| Distributions to shareholders from net realized gain                   | —                                  | (129,896,975)                      |
| <b>Total distributions</b>   | <u>(55,614,527)</u>                | <u>(151,192,446)</u>               |
| Share transactions — net increase (decrease)                           | (50,657,785)                       | 33,637,892                         |
| <b>Total increase (decrease) in net assets</b>                         | <u>(163,851,966)</u>               | <u>35,155,987</u>                  |
| <b>Net Assets</b>  |                                    |                                    |
| Beginning of period  | 1,176,816,000                      | 1,141,660,013                      |
| End of period  | <u>\$ 1,012,964,034</u>            | <u>\$ 1,176,816,000</u>            |
| <b>Other Information</b>   |                                    |                                    |
| Undistributed net investment income end of period                      |                                    | <u>\$ 475,263</u>                  |

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

# Financial Highlights

## VIP Asset Manager Portfolio Initial Class

| Years ended December 31,<br>Selected Per-Share Data | 2018               | 2017       | 2016       | 2015                | 2014         |
|---|--------------------|------------|------------|---------------------|--------------|
| Net asset value, beginning of period                | \$ 15.23           | \$ 15.29   | \$ 15.76   | \$ 17.15            | \$ 17.24     |
| Income from Investment Operations                   |                    |            |            |                     |              |
| Net investment income (loss) <sup>A</sup>           | .24                | .23        | .24        | .27                 | .27          |
| Net realized and unrealized gain (loss)             | (1.04)             | 1.76       | .18        | (.22)               | .72          |
| Total from investment operations                    | (.80)              | 1.99       | .42        | .05                 | .99          |
| Distributions from net investment income            | (.26) <sup>B</sup> | (.29)      | (.23)      | (.26)               | (.27)        |
| Distributions from net realized gain                | (.49) <sup>B</sup> | (1.76)     | (.66)      | (1.17)              | (.81)        |
| Total distributions                                 | (.75)              | (2.05)     | (.89)      | (1.44) <sup>C</sup> | (1.08)       |
| Net asset value, end of period                      | \$ 13.68           | \$ 15.23   | \$ 15.29   | \$ 15.76            | \$ 17.15     |
| <b>Total Return<sup>D,E</sup></b>                   | (5.35)%            | 14.03%     | 3.14%      | .14%                | 5.83%        |
| <b>Ratios to Average Net Assets<sup>F,G</sup></b>   |                    |            |            |                     |              |
| Expenses before reductions                          | .60%               | .61%       | .62%       | .62%                | .61%         |
| Expenses net of fee waivers, if any                 | .60%               | .61%       | .61%       | .62%                | .61%         |
| Expenses net of all reductions                      | .60%               | .61%       | .61%       | .61%                | .61%         |
| Net investment income (loss)                        | 1.64%              | 1.54%      | 1.57%      | 1.65%               | 1.54%        |
| <b>Supplemental Data</b>                            |                    |            |            |                     |              |
| Net assets, end of period (000 omitted)             | \$ 788,193         | \$ 937,508 | \$ 932,248 | \$ 1,008,018        | \$ 1,117,675 |
| Portfolio turnover rate <sup>H</sup>                | 27%                | 26%        | 108%       | 39%                 | 30%          |

<sup>A</sup> Calculated based on average shares outstanding during the period.

<sup>B</sup> The amounts shown reflect certain reclassifications related to book to tax differences that were made in the year shown.

<sup>C</sup> Total distributions of \$1.44 per share is comprised of distributions from net investment income of \$.263 and distributions from net realized gain of \$1.174 per share.

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

<sup>E</sup> Total returns would have been lower if certain expenses had not been reduced during the applicable periods shown.

<sup>F</sup> Fees and expenses of any underlying Fidelity Central Funds are not included in the Fund's expense ratio. The Fund indirectly bears its proportionate share of the expenses of any underlying Fidelity Central Funds. Based on their most recent shareholder report date, the expenses of any underlying non-money market Fidelity Central Funds ranged from less than .005% to .07%.

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

<sup>H</sup> Amount does not include the portfolio activity of any underlying Fidelity Central Funds.

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

## VIP Asset Manager Portfolio Service Class

| Years ended December 31,<br>Selected Per-Share Data | 2018               | 2017          | 2016         | 2015                      | 2014          |
|---|--------------------|---------------|--------------|---------------------------|---------------|
| Net asset value, beginning of period                | \$ 15.09           | \$ 15.16      | \$ 15.64     | \$ 17.03                  | \$ 17.13      |
| Income from Investment Operations                   |                    |               |              |                           |               |
| Net investment income (loss) <sup>A</sup>           | .23                | .21           | .22          | .25                       | .25           |
| Net realized and unrealized gain (loss)             | (1.03)             | 1.75          | .18          | (.22)                     | .71           |
| Total from investment operations                    | <u>(.80)</u>       | <u>1.96</u>   | <u>.40</u>   | <u>.03</u>                | <u>.96</u>    |
| Distributions from net investment income            | (.25) <sup>B</sup> | (.27)         | (.22)        | (.24)                     | (.25)         |
| Distributions from net realized gain                | (.49) <sup>B</sup> | (1.76)        | (.66)        | (1.17)                    | (.81)         |
| Total distributions                                 | <u>(.74)</u>       | <u>(2.03)</u> | <u>(.88)</u> | <u>(1.42)<sup>C</sup></u> | <u>(1.06)</u> |
| Net asset value, end of period                      | \$ 13.55           | \$ 15.09      | \$ 15.16     | \$ 15.64                  | \$ 17.03      |
| Total Return <sup>D,E</sup>                         | (5.44)%            | 13.94%        | 3.01%        | .03%                      | 5.69%         |
| Ratios to Average Net Assets <sup>F,G</sup>         |                    |               |              |                           |               |
| Expenses before reductions                          | .70%               | .71%          | .72%         | .72%                      | .73%          |
| Expenses net of fee waivers, if any                 | .70%               | .71%          | .71%         | .72%                      | .73%          |
| Expenses net of all reductions                      | .70%               | .71%          | .71%         | .72%                      | .73%          |
| Net investment income (loss)                        | 1.54%              | 1.44%         | 1.47%        | 1.54%                     | 1.43%         |
| Supplemental Data                                   |                    |               |              |                           |               |
| Net assets, end of period (000 omitted)             | \$ 4,378           | \$ 5,004      | \$ 5,437     | \$ 5,806                  | \$ 6,990      |
| Portfolio turnover rate <sup>H</sup>                | 27%                | 26%           | 108%         | 39%                       | 30%           |

<sup>A</sup> Calculated based on average shares outstanding during the period.

<sup>B</sup> The amounts shown reflect certain reclassifications related to book to tax differences that were made in the year shown.

<sup>C</sup> Total distributions of \$1.42 per share is comprised of distributions from net investment income of \$.244 and distributions from net realized gain of \$1.174 per share.

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

<sup>E</sup> Total returns would have been lower if certain expenses had not been reduced during the applicable periods shown.

<sup>F</sup> Fees and expenses of any underlying Fidelity Central Funds are not included in the Fund's expense ratio. The Fund indirectly bears its proportionate share of the expenses of any underlying Fidelity Central Funds. Based on their most recent shareholder report date, the expenses of any underlying non-money market Fidelity Central Funds ranged from less than .005% to .07%.

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

<sup>H</sup> Amount does not include the portfolio activity of any underlying Fidelity Central Funds.

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

## Financial Highlights – continued

### VIP Asset Manager Portfolio Service Class 2

| Years ended December 31,<br>Selected Per-Share Data | 2018               | 2017                      | 2016            | 2015                      | 2014            |
|---|--------------------|---------------------------|-----------------|---------------------------|-----------------|
| Net asset value, beginning of period                | \$ 14.86           | \$ 14.96                  | \$ 15.45        | \$ 16.83                  | \$ 16.94        |
| Income from Investment Operations                   |                    |                           |                 |                           |                 |
| Net investment income (loss) <sup>A</sup>           | .20                | .19                       | .20             | .23                       | .22             |
| Net realized and unrealized gain (loss)             | (1.02)             | 1.71                      | .17             | (.21)                     | .70             |
| Total from investment operations                    | <u>(.82)</u>       | <u>1.90</u>               | <u>.37</u>      | <u>.02</u>                | <u>.92</u>      |
| Distributions from net investment income            | (.22) <sup>B</sup> | (.25)                     | (.20)           | (.22)                     | (.22)           |
| Distributions from net realized gain                | (.49) <sup>B</sup> | (1.76)                    | (.66)           | (1.17)                    | (.81)           |
| Total distributions                                 | <u>(.71)</u>       | <u>(2.00)<sup>C</sup></u> | <u>(.86)</u>    | <u>(1.40)<sup>D</sup></u> | <u>(1.03)</u>   |
| Net asset value, end of period                      | \$ <u>13.33</u>    | \$ <u>14.86</u>           | \$ <u>14.96</u> | \$ <u>15.45</u>           | \$ <u>16.83</u> |
| Total Return <sup>E,F</sup>                         | (5.61)%            | 13.74%                    | 2.84%           | (.06)%                    | 5.54%           |
| Ratios to Average Net Assets <sup>G,H</sup>         |                    |                           |                 |                           |                 |
| Expenses before reductions                          | .85%               | .86%                      | .87%            | .87%                      | .88%            |
| Expenses net of fee waivers, if any                 | .85%               | .86%                      | .86%            | .87%                      | .88%            |
| Expenses net of all reductions                      | .85%               | .86%                      | .86%            | .87%                      | .87%            |
| Net investment income (loss)                        | 1.39%              | 1.29%                     | 1.32%           | 1.39%                     | 1.28%           |
| Supplemental Data                                   |                    |                           |                 |                           |                 |
| Net assets, end of period (000 omitted)             | \$ 18,211          | \$ 20,807                 | \$ 21,651       | \$ 24,520                 | \$ 28,230       |
| Portfolio turnover rate <sup>I</sup>                | 27%                | 26%                       | 108%            | 39%                       | 30%             |

<sup>A</sup> Calculated based on average shares outstanding during the period.

<sup>B</sup> The amounts shown reflect certain reclassifications related to book to tax differences that were made in the year shown.

<sup>C</sup> Total distributions of \$2.00 per share is comprised of distributions from net investment income of \$.245 and distributions from net realized gain of \$1.757 per share.

<sup>D</sup> Total distributions of \$1.40 per share is comprised of distributions from net investment income of \$.221 and distributions from net realized gain of \$1.174 per share.

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

<sup>F</sup> Total returns would have been lower if certain expenses had not been reduced during the applicable periods shown.

<sup>G</sup> Fees and expenses of any underlying Fidelity Central Funds are not included in the Fund's expense ratio. The Fund indirectly bears its proportionate share of the expenses of any underlying Fidelity Central Funds. Based on their most recent shareholder report date, the expenses of any underlying non-money market Fidelity Central Funds ranged from less than .005% to .07%.

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

<sup>I</sup> Amount does not include the portfolio activity of any underlying Fidelity Central Funds.

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

## VIP Asset Manager Portfolio Investor Class

| Years ended December 31,<br>Selected Per-Share Data | 2018               | 2017                | 2016       | 2015                | 2014       |
|---|--------------------|---------------------|------------|---------------------|------------|
| Net asset value, beginning of period                | \$ 15.13           | \$ 15.20            | \$ 15.68   | \$ 17.07            | \$ 17.17   |
| Income from Investment Operations                   |                    |                     |            |                     |            |
| Net investment income (loss) <sup>A</sup>           | .23                | .22                 | .23        | .26                 | .25        |
| Net realized and unrealized gain (loss)             | (1.03)             | 1.74                | .17        | (.22)               | .72        |
| Total from investment operations                    | (.80)              | 1.96                | .40        | .04                 | .97        |
| Distributions from net investment income            | (.25) <sup>B</sup> | (.28)               | (.22)      | (.25)               | (.26)      |
| Distributions from net realized gain                | (.49) <sup>B</sup> | (1.76)              | (.66)      | (1.17)              | (.81)      |
| Total distributions                                 | (.74)              | (2.03) <sup>C</sup> | (.88)      | (1.43) <sup>D</sup> | (1.07)     |
| Net asset value, end of period                      | \$ 13.59           | \$ 15.13            | \$ 15.20   | \$ 15.68            | \$ 17.07   |
| <b>Total Return<sup>E,F</sup></b>                   | (5.39)%            | 13.95%              | 3.01%      | .07%                | 5.73%      |
| <b>Ratios to Average Net Assets<sup>G,H</sup></b>   |                    |                     |            |                     |            |
| Expenses before reductions                          | .68%               | .69%                | .70%       | .70%                | .70%       |
| Expenses net of fee waivers, if any                 | .68%               | .69%                | .70%       | .70%                | .70%       |
| Expenses net of all reductions                      | .68%               | .69%                | .69%       | .69%                | .69%       |
| Net investment income (loss)                        | 1.56%              | 1.46%               | 1.49%      | 1.57%               | 1.46%      |
| <b>Supplemental Data</b>                            |                    |                     |            |                     |            |
| Net assets, end of period (000 omitted)             | \$ 202,182         | \$ 213,497          | \$ 182,324 | \$ 192,234          | \$ 180,160 |
| Portfolio turnover rate <sup>I</sup>                | 27%                | 26%                 | 108%       | 39%                 | 30%        |

<sup>A</sup> Calculated based on average shares outstanding during the period.

<sup>B</sup> The amounts shown reflect certain reclassifications related to book to tax differences that were made in the year shown.

<sup>C</sup> Total distributions of \$2.03 per share is comprised of distributions from net investment income of \$.276 and distributions from net realized gain of \$1.757 per share.

<sup>D</sup> Total distributions of \$1.43 per share is comprised of distributions from net investment income of \$.251 and distributions from net realized gain of \$1.174 per share.

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

<sup>F</sup> Total returns would have been lower if certain expenses had not been reduced during the applicable periods shown.

<sup>G</sup> Fees and expenses of any underlying Fidelity Central Funds are not included in the Fund's expense ratio. The Fund indirectly bears its proportionate share of the expenses of any underlying Fidelity Central Funds. Based on their most recent shareholder report date, the expenses of any underlying non-money market Fidelity Central Funds ranged from less than .005% to .07%.

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

<sup>I</sup> Amount does not include the portfolio activity of any underlying Fidelity Central Funds.

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

# Notes to Financial Statements

For the period ended December 31, 2018

## 1. Organization.

VIP Asset Manager Portfolio (the Fund) is a fund of Variable Insurance Products Fund V (the Trust) and is authorized to issue an unlimited number of shares. The Trust is registered under the Investment Company Act of 1940, as amended (the 1940 Act), as an open-end management investment company organized as a Massachusetts business trust. Shares of the Fund may only be purchased by insurance companies for the purpose of funding variable annuity or variable life insurance contracts. The Fund offers the following classes of shares: Initial Class shares, Service Class shares, Service Class 2 shares and Investor Class shares. All classes have equal rights and voting privileges, except for matters affecting a single class. Certain Underlying Funds incurred name changes since their most recent shareholder report. The names of the Underlying Funds are those in effect at period end.

## 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, 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.

Based on its investment objective, each Fidelity Central Fund may invest or participate in various investment vehicles or strategies that are similar to those of the Fund. These strategies are consistent with the investment objectives of the Fund and may involve certain economic risks which may cause a decline in value of each of the Fidelity Central Funds and thus a decline in the value of the Fund. The following summarizes the Fund's investment in each Fidelity Central Fund.

| Fidelity Central Fund                                | Investment Manager                                | Investment Objective  | Investment Practices  | Expense Ratio <sup>(a)</sup> |
|--|---|---|---|------------------------------|
| Fidelity Commodity Strategy Central Fund             | Geode Capital Management, LLC (Geode)             | Seeks to provide investment returns that correspond to the performance of the commodities market.   | Investment in commodity-related investments through a wholly-owned subsidiary organized under the laws of the Cayman Islands<br>Futures | .06%                         |
| Fidelity Equity Central Funds                        | FMR Co., Inc. (FMRC)                              | Each fund seeks capital appreciation by investing primarily in common stocks, with a concentration in a particular industry.  | Foreign Securities<br>Restricted Securities   | Less than .005% to .01%      |
| Fidelity Emerging Markets Debt Central Fund          | FMRC  | Seeks high total return by normally investing in debt securities of issuers in emerging markets and other debt investments that are tied economically to emerging markets.                                      | Foreign Securities<br>Restricted Securities   | .01%                         |
| Fidelity Emerging Markets Equity Central Fund        | FMRC  | Seeks capital appreciation by investing primarily in equity securities of issuers in emerging markets.  | Foreign Securities<br>Futures   | .07%                         |
| Fidelity International Equity Central Fund           | FMRC  | Seeks capital appreciation by investing primarily in non-U.S. based common stocks, including securities of issuers located in emerging markets.   | Delayed Delivery & When Issued Securities<br>Foreign Securities<br>Futures<br>Restricted Securities                                     | .01%                         |
| Fidelity Floating Rate Central Fund                  | FMRC  | Seeks a high level of income by normally investing in floating rate loans and other floating rate securities.   | Loans & Direct Debt Instruments<br>Restricted Securities  | Less than .005%              |
| Fidelity High Income Central Fund 1                  | FMRC  | Seeks a high level of income and may also seek capital appreciation by investing primarily in debt securities, preferred stocks, and convertible securities, with an emphasis on lower-quality debt securities. | Loans & Direct Debt Instruments<br>Restricted Securities  | Less than .005%              |
| Fidelity Inflation-Protected Bond Index Central Fund | Fidelity Investment Money Management, Inc. (FIMM) | Seeks to provide investment results that correspond to the performance of the inflation-protected United States Treasury market, and may invest in derivatives.   |   | Less than .005%              |

| Fidelity Central Fund                      | Investment Manager | Investment Objective  | Investment Practices   | Expense Ratio <sup>(a)</sup> |
|--|--------------------|---|--|------------------------------|
| Fidelity VIP Investment Grade Central Fund | FIMM               | Seeks a high level of current income by normally investing in investment-grade debt securities and repurchase agreements.   | Delayed Delivery & When Issued Securities<br>Repurchase Agreements<br>Restricted Securities<br>Swaps         | Less than .005%              |
| Fidelity International Credit Central Fund | FMRC               | Seeks a high level of current income by normally investing in debt securities of foreign issuers, including debt securities of issuers located in emerging markets. Foreign currency exposure is hedged utilizing foreign currency contracts. | Delayed Delivery & When Issued Securities<br>Foreign Securities<br>Futures<br>Restricted Securities<br>Swaps | .01%                         |
| Fidelity Money Market Central Funds        | FIMM               | Each fund seeks to obtain a high level of current income consistent with the preservation of capital and liquidity.   | Short-term Investments   | Less than .005%              |

(a) Expenses expressed as a percentage of average net assets and are as of each underlying Central Fund's most recent annual or semi-annual shareholder report.

An unaudited holdings listing for the Fund, which presents direct holdings as well as the pro-rata share of any securities and other investments held indirectly through its investment in underlying non-money market Fidelity Central Funds, is available at [institutional.fidelity.com](http://institutional.fidelity.com). 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](http://www.sec.gov). In addition, the financial statements of the Fidelity Central Funds which contain the significant accounting policies (including investment valuation policies) of those funds, which are not covered by the Fund's Report of Independent Registered Public Accounting Firm, are available on the SEC website or upon request.

### 3. Significant Accounting Policies.

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

**Investment Valuation.** Investments are valued as of 4:00 p.m. Eastern time on the last calendar day of the period. The Board of Trustees (the Board) has delegated the day to day responsibility for the valuation of the Fund's investments to the Fair Value Committee (the Committee) established by the Fund's investment adviser. In accordance with valuation policies and procedures approved by the Board, the Fund attempts to obtain prices from one or more third party pricing vendors or brokers to value its investments. When current market prices, quotations or currency exchange rates are not readily available or reliable, investments will be fair valued in good faith by the Committee, in accordance with procedures adopted by the Board. Factors used in determining fair value vary by investment type and may include market or investment specific events, changes in interest rates and credit quality. 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. Debt securities, including restricted securities, are valued based on evaluated prices received from third party pricing vendors or from brokers who make markets in such securities. U.S. government and government agency obligations are valued by pricing vendors who utilize matrix pricing which considers yield or price of bonds of comparable quality, coupon, maturity and type or by broker-supplied prices. When independent prices are unavailable or unreliable, debt securities may be valued utilizing pricing methodologies which consider similar factors that would be used by third party pricing vendors. Debt securities are generally categorized as Level 2 in the hierarchy but may be Level 1 depending on the circumstances.

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

Futures contracts are valued at the settlement price established each day by the board of trade or exchange on which they are traded and are categorized as Level 1 in the hierarchy. Investments in open-end mutual funds, including the Fidelity Central Funds, are valued at their closing net asset value (NAV) each business day and are categorized as Level 1 in the hierarchy.

Changes in valuation techniques may result in transfers in or out of an assigned level within the disclosure hierarchy. The aggregate value of investments by input level, as of December 31, 2018, is included at the end of the Fund's Schedule of Investments.

## Notes to Financial Statements – continued

**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. Interest income is accrued as earned and includes coupon interest and amortization of premium and accretion of discount on debt securities as applicable.

**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. Expenses included in the accompanying financial statements reflect the expenses of the Fund and do not include any expenses of the Fidelity Central Funds. Although not included in the Fund's expenses, the Fund indirectly bears its proportionate share of the Fidelity Central Funds' expenses through the impact of these expenses on each Fidelity Central Fund's NAV.

**Deferred Trustee Compensation.** Under a Deferred Compensation Plan (the Plan), certain independent Trustees have elected to defer receipt of a portion of their annual compensation. Deferred amounts are invested in a cross-section of Fidelity funds, are marked-to-market and remain in the Fund until distributed in accordance with the Plan. The investment of deferred amounts and the offsetting payable to the Trustees of \$42,235 are included in the accompanying Statement of Assets and Liabilities in other receivables and other payables and accrued expenses, respectively.

**Income Tax Information and Distributions to Shareholders.** Each year, the Fund intends to qualify as a regulated investment company under Subchapter M of the Internal Revenue Code, including distributing substantially all of its taxable income and realized gains. As a result, no provision for U.S. Federal income taxes is required. As of December 31, 2018, 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.

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. These differences resulted in distribution reclassifications.

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 futures contracts, market discount, short-term gain distributions from the Underlying Funds, deferred trustees compensation, losses deferred due to wash sales and excise tax regulations.

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

|  |                        |
|--|------------------------|
| Gross unrealized appreciation              | \$ 21,718,113          |
| Gross unrealized depreciation              | (34,899,393)           |
| Net unrealized appreciation (depreciation) | <u>\$ (13,181,280)</u> |
| Tax Cost                                   | <u>\$1,049,705,834</u> |

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

|  |                        |
|--|------------------------|
| Undistributed long-term capital gain   | <u>\$ 43,199,800</u>   |
| Net unrealized appreciation (depreciation) on securities and other investments | <u>\$ (13,181,280)</u> |

The Fund intends to elect to defer to its next fiscal year \$2,501,528 of capital losses recognized during the period November 1, 2018 to December 31, 2018.

The tax character of distributions paid was as follows:

|                         | December 31, 2018   | December 31, 2017    |
|-------------------------|---------------------|----------------------|
| Ordinary Income         | \$28,183,763        | \$ 49,614,041        |
| Long-term Capital Gains | 27,430,764          | 101,578,405          |
| Total                   | <u>\$55,614,527</u> | <u>\$151,192,446</u> |

**New Rule Issuance.** During August 2018, the U.S. Securities and Exchange Commission issued Final Rule Release No. 33-10532, Disclosure Update and Simplification. This Final Rule includes amendments specific to registered investment companies that are intended to eliminate overlap in disclosure requirements between Regulation S-X and GAAP. In accordance with these amendments, certain line-items in the Fund's financial statements have been combined or removed for the current period as outlined in the table below.

| Financial Statement  | Current Line-Item Presentation      | Prior Line-Item Presentation  |
|--|-------------------------------------|---|
| Statement of Assets and Liabilities                        | Total distributable earnings (loss) | Undistributed/Distributions in excess of/Accumulated net investment income (loss)<br>Accumulated/Undistributed net realized gain (loss)<br>Net unrealized appreciation (depreciation) |
| Statement of Changes in Net Assets                         | N/A – removed                       | Undistributed/Distributions in excess of/Accumulated net investment income (loss) end of period   |
| Statement of Changes in Net Assets                         | Distributions to shareholders       | Distributions to shareholders from net investment income<br>Distributions to shareholders from net realized gain  |
| Distributions to Shareholders Note to Financial Statements | Distributions to shareholders       | Distributions to shareholders from net investment income<br>Distributions to shareholders from net realized gain  |

#### 4. Derivative Instruments.

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

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

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

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

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

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

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

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

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

#### 5. Purchases and Redemptions of Underlying Fund Shares.

Purchases and redemptions of the Underlying Fund shares, including in-kind redemptions, aggregated \$285,020,146 and \$353,535,008, respectively.

#### 6. Fees and Other Transactions with Affiliates.

**Management Fee.** Fidelity Management & Research Company (the investment adviser) and its affiliates provide the Fund with investment management related services for which the Fund pays a monthly management fee. The management fee is the sum of an individual fund fee rate that is based on an annual rate of .25% of the Fund's average net assets and an annualized group fee rate that averaged .24% during the period. The group fee rate is based upon the average net assets of all the mutual funds advised by the investment adviser, including any mutual funds previously

## Notes to Financial Statements – continued

advised by the investment adviser that are currently advised by Fidelity SelectCo, LLC, an affiliate of the investment adviser. The group fee rate decreases as assets under management increase and increases as assets under management decrease. For the reporting period, the total annual management fee rate was .49% of the Fund's average net assets.

The investment adviser pays a portion of the management fees received from the Fund to the Fidelity Central Funds' investment advisers, who are also affiliates, for managing the assets of the Fidelity Central Funds.

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

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

|                 |                 |
|-----------------|-----------------|
| Service Class   | \$ 4,819        |
| Service Class 2 | 51,170          |
|                 | <u>\$55,989</u> |

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

|                 |                  |
|-----------------|------------------|
| Initial Class   | \$572,353        |
| Service Class   | 3,116            |
| Service Class 2 | 13,239           |
| Investor Class  | 308,287          |
|                 | <u>\$896,995</u> |

**Accounting and Security Lending Fees.** Fidelity Service Company, Inc. (FSC), an affiliate of the investment adviser, maintains the Fund's accounting records. The accounting fee is based on the level of average net assets for each month. Under a separate contract, FSC administers the security lending program. The security lending fee is based on the number and duration of lending transactions. For the period, the fees were equivalent to an annual rate of .04%.

**Brokerage Commissions.** The Fund placed a portion of its portfolio transactions 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 \$839 for the period.

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

**Reallocation of Underlying Fund Investments.** During the period, the investment adviser reallocated portions of investments of the Fund. This involved taxable redemptions of Fidelity Consumer Discretionary Central Fund and Fidelity Information Technology Central Fund for investments, including accrued interest, with a value of \$18,496,311 and a non-taxable exchange of those investments, including accrued interest, for 100,699 shares of Fidelity Communication Services Central Fund (formerly Fidelity Telecom Services Central Fund). Net realized gain of \$776,604 on redemptions from Fidelity Consumer Discretionary Central Fund and Fidelity Information Technology Central Fund in connection with the reallocation is included in the Statement of Operations as "Net realized gain (loss) on Fidelity Central Funds". Fidelity Communication Services Central Fund, Fidelity Consumer Discretionary Central Fund and Fidelity Information Technology Central Fund are affiliated investment companies managed by FMR.

### 7. Committed Line of Credit.

The Fund participates with other funds managed by the investment adviser or an affiliate in a \$4.25 billion credit facility (the "line of credit") to be utilized for temporary or emergency purposes to fund shareholder redemptions or for other short-term liquidity purposes. The Fund has agreed to pay commitment fees on its pro-rata portion of the line of credit, which amounted to \$3,151 and is reflected in Miscellaneous expenses on the Statement of Operations. During the period, the Fund did not borrow on this line of credit.

### 8. Security Lending.

The Fund lends portfolio securities through a lending agent from time to time in order to earn additional income. For equity securities, a lending agent is used and may loan securities to certain qualified borrowers, including Fidelity Capital Markets (FCM), a broker-dealer affiliated with the Fund. On the settlement date of the loan, the Fund receives collateral (in the form of U.S. Treasury obligations, letters of credit and/or cash) against the loaned securities and maintains collateral in an amount not less than 100% of the market value of the loaned securities during the period of the loan. The market value of the loaned securities is determined at the close of business of the Fund and any additional required collateral is delivered to the Fund on the next business day. The Fund or borrower may terminate the loan at any time, and if the borrower defaults on its obligation to return the securities loaned because of insolvency or other reasons, the Fund may apply collateral received from the borrower against the obligation. The Fund may experience delays and costs in recovering the securities loaned. Any cash collateral received is invested in the Fidelity Securities Lending Cash Central Fund. The value of loaned securities and cash collateral at period end are disclosed on the Fund's Statement of Assets and Liabilities. Security lending income represents the income earned on investing cash collateral, less rebates paid to borrowers and any lending agent fees associated with the loan, plus any premium payments received for lending

certain types of securities. Security lending income is presented in the Statement of Operations as a component of income from Fidelity Central Funds. Total security lending income during the period amounted to \$27,487. During the period, there were no securities loaned to FCM.

## 9. Expense Reductions.

Commissions paid to certain brokers with whom the investment adviser, or its affiliates, places trades on behalf of the Fund include an amount in addition to trade execution, which may be rebated back to the Fund to offset certain expenses. This amount totaled \$7,075 for the period. 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, these credits reduced the Fund's custody expenses by \$58.

In addition, during the period the investment adviser reimbursed and/or waived a portion of fund-level operating expenses in the amount of \$11,700.

## 10. Distributions to Shareholders.

Distributions to shareholders of each class were as follows:

|                                      | Year ended<br>December 31, 2018 | Year ended<br>December 31, 2017 |
|--------------------------------------|---------------------------------|---------------------------------|
| <b>Distributions to shareholders</b> |                                 |                                 |
| Initial Class                        | \$43,900,608                    | \$ —                            |
| Service Class                        | 235,219                         | —                               |
| Service Class 2                      | 969,884                         | —                               |
| Investor Class                       | 10,508,816                      | —                               |
| Total                                | <u>\$55,614,527</u>             | <u>\$ —</u>                     |
| <b>From net investment income</b>    |                                 |                                 |
| Initial Class                        | \$ —                            | \$ 17,221,395                   |
| Service Class                        | —                               | 88,590                          |
| Service Class 2                      | —                               | 334,864                         |
| Investor Class                       | —                               | 3,650,622                       |
| Total                                | <u>\$ —</u>                     | <u>\$ 21,295,471</u>            |
| <b>From net realized gain</b>        |                                 |                                 |
| Initial Class                        | \$ —                            | \$105,443,540                   |
| Service Class                        | —                               | 614,590                         |
| Service Class 2                      | —                               | 2,471,533                       |
| Investor Class                       | —                               | 21,367,312                      |
| Total                                | <u>\$ —</u>                     | <u>\$129,896,975</u>            |

## 11. Share Transactions.

Transactions for each class of shares were as follows:

|                               | Shares<br>Year<br>ended<br>December 31,<br>2018 | Shares<br>Year<br>ended<br>December 31,<br>2017 | Dollars<br>Year<br>ended<br>December 31,<br>2018 | Dollars<br>Year<br>ended<br>December 31,<br>2017 |
|-------------------------------|---|---|--|--|
| <b>Initial Class</b>          |   |   |  |  |
| Shares sold                   | 4,576,003                                       | 1,545,508                                       | \$ 66,847,699                                    | \$ 23,303,863                                    |
| Reinvestment of distributions | 3,109,367                                       | 8,456,436                                       | 43,900,608                                       | 122,664,935                                      |
| Shares redeemed               | <u>(11,619,127)</u>                             | <u>(9,429,410)</u>                              | <u>(171,701,667)</u>                             | <u>(142,193,085)</u>                             |
| Net increase (decrease)       | <u>(3,933,757)</u>                              | <u>572,534</u>                                  | <u>\$ (60,953,360)</u>                           | <u>\$ 3,775,713</u>                              |
| <b>Service Class</b>          |   |   |  |  |
| Shares sold                   | 13,766  | 32,246  | \$ 202,445                                       | \$ 490,318                                       |
| Reinvestment of distributions | 16,809  | 48,970  | 235,219  | 703,180  |
| Shares redeemed               | <u>(39,016)</u>                                 | <u>(108,242)</u>                                | <u>(577,716)</u>                                 | <u>(1,616,243)</u>                               |
| Net increase (decrease)       | <u>(8,441)</u>                                  | <u>(27,026)</u>                                 | <u>\$ (140,052)</u>                              | <u>\$ (422,745)</u>                              |
| <b>Service Class 2</b>        |   |   |  |  |
| Shares sold                   | 192,921   | 115,984   | \$ 2,816,049                                     | \$ 1,717,563                                     |
| Reinvestment of distributions | 70,361  | 198,362   | 969,884  | 2,806,397  |

## Notes to Financial Statements – continued

|                               | Shares<br>Year<br>ended<br>December 31,<br>2018 | Shares<br>Year<br>ended<br>December 31,<br>2017 | Dollars<br>Year<br>ended<br>December 31,<br>2018 | Dollars<br>Year<br>ended<br>December 31,<br>2017 |
|-------------------------------|---|---|--|--|
| Shares redeemed               | (297,556)                                       | (361,686)                                       | (4,294,360)                                      | (5,269,021)                                      |
| Net increase (decrease)       | <u>(34,274)</u>                                 | <u>(47,340)</u>                                 | <u>\$ (508,427)</u>                              | <u>\$ (745,061)</u>                              |
| <b>Investor Class</b>         |   |   |  |  |
| Shares sold                   | 1,679,697                                       | 1,515,351                                       | \$ 24,882,126                                    | \$ 22,923,652                                    |
| Reinvestment of distributions | 750,107   | 1,732,942                                       | 10,508,816                                       | 25,017,934                                       |
| Shares redeemed               | (1,656,647)                                     | (1,134,202)                                     | (24,446,888)                                     | (16,911,601)                                     |
| Net increase (decrease)       | <u>773,157</u>                                  | <u>2,114,091</u>                                | <u>\$ 10,944,054</u>                             | <u>\$ 31,029,985</u>                             |

### 12. Other.

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

At the end of the period, the investment adviser or its affiliates were the owners of record of 41% of the total outstanding shares of the Fund and two otherwise unaffiliated shareholders were the owners of record of 27% of the total outstanding shares of the Fund.

# Report of Independent Registered Public Accounting Firm

To the Board of Trustees of Variable Insurance Products Fund V and Shareholders of VIP Asset Manager Portfolio:

## Opinion on the Financial Statements and Financial Highlights

We have audited the accompanying statement of assets and liabilities of VIP Asset Manager Portfolio (the "Fund"), a fund of Variable Insurance Products Fund V, including the schedule of investments, as of December 31, 2018, and the related statement of operations for the year then ended, the statement of changes in net assets for each of the two years in the period then ended, the financial highlights for each of the five years in the period then ended, and the related notes. In our opinion, the financial statements and financial highlights present fairly, in all material respects, the financial position of the Fund as of December 31, 2018, and the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended, in conformity with accounting principles generally accepted in the United States of America.

## Basis for Opinion

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

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement, whether due to error or fraud. The Fund is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements and financial highlights, 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 and financial highlights. 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 and financial highlights. Our procedures included confirmation of securities owned as of December 31, 2018, by correspondence with the custodians 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/ Deloitte & Touche LLP  
Boston, Massachusetts  
February 19, 2019

We have served as the auditor of one or more of the Fidelity investment companies since 1999.

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

Fidelity® funds are overseen by different Boards of Trustees. The fund's Board oversees Fidelity's investment-grade bond, money market, asset allocation and certain equity funds, and other Boards oversee Fidelity's high income and other equity funds. The asset allocation funds may invest in Fidelity® funds that are overseen by such other Boards. 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 and Audit Committees. In addition, an ad hoc Board committee of Independent Trustees has worked with FMR to enhance the Board's oversight of investment and financial risks, legal and regulatory risks, technology risks, and operational risks, including the development of additional risk reporting to the Board. 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.

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

Abigail P. Johnson (1961)

Year of Election or Appointment: 2009

Trustee

Chairman of the Board of Trustees

Ms. Johnson also serves as Trustee of other Fidelity® funds. Ms. Johnson serves as Chairman (2016-present), Chief Executive Officer (2014-present), and Director (2007-present) of FMR LLC (diversified financial services company), President of Fidelity Financial Services (2012-present) and President of Personal, Workplace and Institutional Services (2005-present). Ms. Johnson is Chairman and Director of FMR Co., Inc. (investment adviser firm, 2011-present) and Chairman and Director of FMR (investment adviser firm, 2011-present). Previously, Ms. Johnson served as Vice Chairman (2007-2016) and President (2013-2016) of FMR LLC, President and a Director of FMR (2001-2005), a Trustee of other investment companies advised by FMR, Fidelity Investments Money Management, Inc. (investment adviser firm), and FMR Co., Inc. (2001-2005), Senior Vice President of the Fidelity® funds (2001-2005), and managed a number of Fidelity® funds. Ms. Abigail P. Johnson and Mr. Arthur E. Johnson are not related.

Jennifer Toolin McAuliffe (1959)

Year of Election or Appointment: 2016

Trustee

Ms. McAuliffe also serves as Trustee of other Fidelity® funds. Ms. McAuliffe previously served as a Member of the Advisory Board of certain Fidelity® funds (2016) and as Co-Head of Fixed Income of Fidelity Investments Limited (now known as FIL Limited (FIL)) (diversified financial services company). Earlier roles at FIL included Director of Research for FIL's credit and quantitative teams in London, Hong Kong and Tokyo. Ms. McAuliffe also was the Director of Research for taxable and municipal bonds at Fidelity Investments Money Management, Inc. Ms. McAuliffe is also a director or trustee of several not-for-profit entities.

\* 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+

Elizabeth S. Acton (1951)

Year of Election or Appointment: 2013

Trustee

Ms. Acton also serves as Trustee of other Fidelity® funds. Prior to her retirement in April 2012, Ms. Acton was Executive Vice President, Finance (2011-2012), Executive Vice President, Chief Financial Officer (2002-2011), and Treasurer (2004-2005) of Comerica Incorporated (financial services). Prior to joining Comerica, Ms. Acton held a variety of positions at Ford Motor Company (1983-2002), including Vice President and Treasurer (2000-2002) and Executive Vice President and Chief Financial Officer of Ford Motor Credit Company (1998-2000). Ms. Acton currently serves as a member of the Board of Directors and Audit and Finance Committees of Beazer Homes USA, Inc. (homebuilding, 2012-present). Previously, Ms. Acton served as a Member of the Advisory Board of certain Fidelity® funds (2013-2016).

Ann E. Dunwoody (1953)

Year of Election or Appointment: 2018

Trustee

General Dunwoody also serves as Trustee of other Fidelity® funds. General Dunwoody (United States Army, Retired) was the first woman in U.S. military history to achieve the rank of four-star general and prior to her retirement in 2012 held a variety of positions within the U.S. Army, including Commanding General, U.S. Army Material Command (2008-2012). She is the President of First to Four LLC (leadership and mentoring services, 2012-present). She also serves as a member of the Board of Directors and Nominating and Corporate Governance Committee of L3 Technologies, Inc. (communication, electronic, sensor, and aerospace systems, 2013-present), Board of Directors and Nomination and Corporate Governance Committees of Kforce Inc. (professional staffing services, 2016-present) and Board of Directors of Automattic Inc. (software engineering, 2018-present). Previously, General Dunwoody served as a Member of the Advisory Board of certain Fidelity® funds (2018), a member of the Board of Directors and Audit and Sustainability and Corporate Responsibility Committees of Republic Services, Inc. (waste collection, disposal and recycling, 2013-2016). Ms. Dunwoody also serves on several boards for non-profit organizations, including as a member of the Board of Directors, Chair of the Nomination and Governance Committee and member of the Audit Committee of Logistics Management Institute (consulting non-profit, 2012-present), a member of the Board of Directors of the Army Historical Foundation (2015-present), a member of the Council of Trustees for the Association of the United States Army (advocacy non-profit, 2013-present) and a member of the Board of Trustees of Florida Institute of Technology (2015-present) and ThanksUSA (military family education non-profit, 2014-present).

## Trustees and Officers – continued

John Engler (1948)

Year of Election or Appointment: 2014

Trustee

Mr. Engler also serves as Trustee of other Fidelity® funds. He serves on the board of directors for Universal Forest Products (manufacturer and distributor of wood and wood-alternative products, 2003-present) and K12 Inc. (technology-based education company, 2012-present). Previously, Mr. Engler served as interim president of Michigan State University (2018-2019), a Member of the Advisory Board of certain Fidelity® funds (2014-2016), president of the Business Roundtable (2011-2017), a trustee of The Munder Funds (2003-2014), president and CEO of the National Association of Manufacturers (2004-2011), member of the Board of Trustees of the Annie E. Casey Foundation (2004-2015), and as governor of Michigan (1991-2003). He is a past chairman of the National Governors Association.

Robert F. Gartland (1951)

Year of Election or Appointment: 2010

Trustee

Mr. Gartland also serves as Trustee of other Fidelity® funds. Mr. Gartland is Chairman and an investor in Gartland & Mellina Group Corp. (consulting, 2009-present). Previously, Mr. Gartland served as a partner and investor of Vietnam Partners LLC (investments and consulting, 2008-2011). Prior to his retirement, Mr. Gartland held a variety of positions at Morgan Stanley (financial services, 1979-2007), including Managing Director (1987-2007), and Chase Manhattan Bank (1975-1978).

Arthur E. Johnson (1947)

Year of Election or Appointment: 2008

Trustee

Chairman of the Independent Trustees

Mr. Johnson also serves as Trustee of other Fidelity® funds. Mr. Johnson serves as a member of the Board of Directors of Eaton Corporation plc (diversified power management, 2009-present) and Booz Allen Hamilton (management consulting, 2011-present). Prior to his retirement, Mr. Johnson served as Senior Vice President of Corporate Strategic Development of Lockheed Martin Corporation (defense contractor, 1999-2009). He previously served on the Board of Directors of IKON Office Solutions, Inc. (1999-2008), AGL Resources, Inc. (holding company, 2002-2016), and Delta Airlines (2005-2007). Mr. Arthur E. Johnson is not related to Ms. Abigail P. Johnson.

Michael E. Kenneally (1954)

Year of Election or Appointment: 2009

Trustee

Vice Chairman of the Independent Trustees

Mr. Kenneally also serves as Trustee of other Fidelity® funds. Prior to his retirement, Mr. Kenneally served as Chairman and Global Chief Executive Officer of Credit Suisse Asset Management. Before joining Credit Suisse, he was an Executive Vice President and Chief Investment Officer for Bank of America Corporation. Earlier roles at Bank of America included Director of Research, Senior Portfolio Manager and Research Analyst, and Mr. Kenneally was awarded the Chartered Financial Analyst (CFA) designation in 1991.

Marie L. Knowles (1946)

Year of Election or Appointment: 2001

Trustee

Ms. Knowles also serves as Trustee of other Fidelity® funds. Prior to Ms. Knowles' retirement in June 2000, she served as Executive Vice President and Chief Financial Officer of Atlantic Richfield Company (ARCO) (diversified energy, 1996-2000). From 1993 to 1996, she was a Senior Vice President of ARCO and President of ARCO Transportation Company (pipeline and tanker operations). Ms. Knowles currently serves as a Director and Chairman of the Audit Committee of McKesson Corporation (healthcare service, since 2002). Ms. Knowles is a member of the Board of the Santa Catalina Island Company (real estate, 2009-present). Ms. Knowles is a Member of the Investment Company Institute Board of Governors and a Member of the Governing Council of the Independent Directors Council (2014-present). She also serves as a member of the Advisory Board for the School of Engineering of the University of Southern California. Previously, Ms. Knowles served as a Director of Phelps Dodge Corporation (copper mining and manufacturing, 1994-2007), URS Corporation (engineering and construction, 2000-2003) and America West (airline, 1999-2002). Ms. Knowles previously served as Chairman (2015-2018) and Vice Chairman (2012-2015) of the Independent Trustees of certain Fidelity® funds.

Mark A. Murray (1954)

Year of Election or Appointment: 2016

Trustee

Mr. Murray also serves as Trustee of other Fidelity® funds. Mr. Murray is Vice Chairman (2013-present) of Meijer, Inc. (regional retail chain). Previously, Mr. Murray served as a Member of the Advisory Board of certain Fidelity® funds (2016) and as Co-Chief Executive Officer (2013-2016) and President (2006-2013) of Meijer, Inc. Mr. Murray serves as a member of the Board of Directors and Nuclear Review and Public Policy and Responsibility Committees of DTE Energy Company (diversified energy company, 2009-present). Mr. Murray also serves as a member of the Board of Directors of Spectrum Health (not-for-profit health system, 2015-present). Mr. Murray previously served as President of Grand Valley State University (2001-2006), Treasurer for the State of Michigan (1999-2001), Vice President of Finance and Administration for Michigan State University (1998-1999), and a member of the Board of Directors and Audit Committee and Chairman of the Nominating and Corporate Governance Committee of Universal Forest Products, Inc. (manufacturer and distributor of wood and wood-alternative products, 2004-2016). Mr. Murray is also a director or trustee of many community and professional organizations.

+ 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.

Advisory Board Members and Officers:

Correspondence intended for an officer may be sent to Fidelity Investments, 245 Summer Street, Boston, Massachusetts 02210. Officers appear below in alphabetical order.

Name, Year of Birth; Principal Occupation

Elizabeth Paige Baumann (1968)

Year of Election or Appointment: 2017  
Anti-Money Laundering (AML) Officer

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

Craig S. Brown (1977)

Year of Election or Appointment: 2019  
Assistant Treasurer

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

John J. Burke III (1964)

Year of Election or Appointment: 2018  
Chief Financial Officer

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

William C. Coffey (1969)

Year of Election or Appointment: 2018  
Secretary and Chief Legal Officer (CLO)

Mr. Coffey also serves as Secretary and CLO of other funds. Mr. Coffey serves as CLO, Secretary, and Senior Vice President of Fidelity Management & Research Company and FMR Co., Inc. (investment adviser firms, 2018-present); Secretary of Fidelity SelectCo, LLC and Fidelity Investments Money Management, Inc. (investment adviser firms, 2018-present); and CLO of Fidelity Management & Research (Hong Kong) Limited, FMR Investment Management (UK) Limited, and Fidelity Management & Research (Japan) Limited (investment adviser firms, 2018-present). 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 Assistant Secretary of certain funds (2009-2018) and as Vice President and Associate General Counsel of FMR LLC (2005-2009).

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).

Adrien E. Deberghes (1967)

Year of Election or Appointment: 2010  
Assistant Treasurer

Mr. Deberghes also serves as an officer of other funds. He serves as Assistant Treasurer of FMR Capital, Inc. (2017-present), Executive Vice President of Fidelity Investments Money Management, Inc. (FIMM) (investment adviser firm, 2016-present), and is an employee of Fidelity Investments (2008-present). Previously, Mr. Deberghes served as President and Treasurer of certain Fidelity® funds (2013-2018). Prior to joining Fidelity Investments, Mr. Deberghes was Senior Vice President of Mutual Fund Administration at State Street Corporation (2007-2008), Senior Director of Mutual Fund Administration at Investors Bank & Trust (2005-2007), and Director of Finance for Dunkin' Brands (2000-2005). Previously, Mr. Deberghes served in other fund officer roles.

Laura M. Del Prato (1964)

Year of Election or Appointment: 2018  
President and Treasurer

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

## Trustees and Officers – continued

Colm A. Hogan (1973)

Year of Election or Appointment: 2016

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 Assistant Treasurer of certain Fidelity® funds (2016-2018).

Chris Maher (1972)

Year of Election or Appointment: 2013

Assistant Treasurer

Mr. Maher serves as Assistant Treasurer of other funds. Mr. Maher is Vice President of Valuation Oversight, serves as Assistant Treasurer of FMR Capital, Inc. (2017-present), and is an employee of Fidelity Investments. Previously, Mr. Maher served as 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).

John B. McGinty, Jr. (1962)

Year of Election or Appointment: 2016

Chief Compliance Officer

Mr. McGinty also serves as Chief Compliance Officer of other funds. Mr. McGinty is Senior Vice President of Asset Management Compliance for Fidelity Investments and is an employee of Fidelity Investments (2016-present). Mr. McGinty previously served as Vice President, Senior Attorney at Eaton Vance Management (investment management firm, 2015-2016), and prior to Eaton Vance as global CCO for all firm operations and registered investment companies at GMO LLC (investment management firm, 2009-2015). Before joining GMO LLC, Mr. McGinty served as Senior Vice President, Deputy General Counsel for Fidelity Investments (2007-2009).

Jason P. Pogorelec (1975)

Year of Election or Appointment: 2015

Assistant Secretary

Mr. Pogorelec also serves as Assistant Secretary of other funds. Mr. Pogorelec serves as Vice President, Associate General Counsel (2010-present) and is an employee of Fidelity Investments (2006-present).

Nancy D. Prior (1967)

Year of Election or Appointment: 2014

Vice President

Ms. Prior also serves as Vice President of other funds. Ms. Prior serves as President Fixed Income, High Income/Emerging Market Debt and Multi Asset Class Strategies of FIAM LLC (2018-present), President (2016-present) and Director (2014-present) of Fidelity Investments Money Management, Inc. (FIMM) (investment adviser firm), President, Fixed Income (2014-present), and is an employee of Fidelity Investments (2002-present). Previously, Ms. Prior served as Vice Chairman of FIAM LLC (investment adviser firm, 2014-2018), a Director of FMR Investment Management (UK) Limited (investment adviser firm, 2015-2018), President Multi-Asset Class Strategies of FMR's Global Asset Allocation Division (2017-2018), Vice President of Fidelity's Money Market Funds (2012-2014), President, Money Market and Short Duration Bond Group of Fidelity Management & Research (FMR) (investment adviser firm, 2013-2014), President, Money Market Group of FMR (2011-2013), Managing Director of Research (2009-2011), Senior Vice President and Deputy General Counsel (2007-2009), and Assistant Secretary of certain Fidelity® funds (2008-2009).

Stacie M. Smith (1974)

Year of Election or Appointment: 2013

Assistant 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 (2013-2018) and Deputy Treasurer (2013-2016) of certain Fidelity® funds.

Marc L. Spector (1972)

Year of Election or Appointment: 2016

Deputy Treasurer

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

Jim Wegmann (1979)

Year of Election or Appointment: 2019

Assistant Treasurer

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

# Shareholder Expense Example

As a shareholder of the Fund, you incur two types of costs: (1) transaction costs and (2) ongoing costs, including management fees, distribution and/or service (12b-1) fees and other Fund expenses. This Example is intended to help you understand your ongoing costs (in dollars) of investing in the Fund and to compare these costs with the ongoing costs of investing in other mutual funds.

The Example is based on an investment of \$1,000 invested at the beginning of the period and held for the entire period (July 1, 2018 to December 31, 2018).

## Actual Expenses

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

## Hypothetical Example for Comparison Purposes

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

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

|                           | Annualized Expense Ratio <sup>A</sup> | Beginning Account Value<br>July 1, 2018 | Ending Account Value<br>December 31, 2018 | Expenses Paid During Period <sup>B</sup><br>July 1, 2018<br>to December 31, 2018 |
|---------------------------|---------------------------------------|---|---|--|
| Initial Class             | .60%                                  |   |   |  |
| Actual                    |                                       | \$1,000.00                              | \$941.00                                  | \$2.94   |
| Hypothetical <sup>C</sup> |                                       | \$1,000.00                              | \$1,022.18                                | \$3.06   |
| Service Class             | .70%                                  |   |   |  |
| Actual                    |                                       | \$1,000.00                              | \$940.80                                  | \$3.42   |
| Hypothetical <sup>C</sup> |                                       | \$1,000.00                              | \$1,021.68                                | \$3.57   |
| Service Class 2           | .85%                                  |   |   |  |
| Actual                    |                                       | \$1,000.00                              | \$939.60                                  | \$4.16   |
| Hypothetical <sup>C</sup> |                                       | \$1,000.00                              | \$1,020.92                                | \$4.33   |
| Investor Class            | .68%                                  |   |   |  |
| Actual                    |                                       | \$1,000.00                              | \$941.20                                  | \$3.33   |
| Hypothetical <sup>C</sup> |                                       | \$1,000.00                              | \$1,021.78                                | \$3.47   |

<sup>A</sup> Annualized expense ratio reflects expenses net of applicable fee waivers.

<sup>B</sup> Expenses are equal to each Class' annualized expense ratio, multiplied by the average account value over the period, multiplied by 184/365 (to reflect the one-half year period). The fees and expenses of the underlying Fidelity Central Funds in which the Fund invests are not included in each Class' annualized expense ratio. In addition to the expenses noted above, the Fund also indirectly bears its proportional share of the expenses of the underlying Fidelity Central Funds. Annualized expenses of the underlying non-money market Fidelity Central Funds as of their most recent fiscal half year ranged from less than .005% to .07%.

<sup>C</sup> 5% return per year before expenses

## Distributions (Unaudited)

The Board of Trustees of VIP Asset Manager 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.

| VIP Asset Manager Portfolio | Pay Date | Record Date | Capital Gains |
|-----------------------------|----------|-------------|---------------|
| Initial Class               | 02/08/19 | 02/08/19    | \$0.593       |
| Service Class               | 02/08/19 | 02/08/19    | \$0.593       |
| Service Class 2             | 02/08/19 | 02/08/19    | \$0.593       |
| Investor Class              | 02/08/19 | 02/08/19    | \$0.593       |

The fund hereby designates as a capital gain dividend with respect to the taxable year ended December 31, 2018, \$ 44,212,287 or, if subsequently determined to be different, the net capital gain of such year.

A total of 6.52% of the dividends distributed during the fiscal year was derived from interest on U.S. Government securities which is generally exempt from state income tax.

Initial Class designates 1% and 20%; Service Class designates 1% and 21%; Service Class 2 designates 1% and 23% and Investor Class designates 1% and 21% of the dividends distributed in February and December 2018, respectively, during the fiscal year as qualifying for the dividends—received deduction for corporate shareholders.

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

| VIP Asset Manager Portfolio | Pay Date   | Income   | Taxes    |
|-----------------------------|------------|----------|----------|
| Initial Class               | 12/28/2018 | \$0.0262 | \$0.0051 |
| Service Class               | 12/28/2018 | \$0.0250 | \$0.0051 |
| Service Class 2             | 12/28/2018 | \$0.0233 | \$0.0051 |
| Investor Class              | 12/28/2018 | \$0.0253 | \$0.0051 |

# Board Approval of Investment Advisory Contracts and Management Fees

## VIP Asset Manager Portfolio

Each year, the Board of Trustees, including the Independent Trustees (together, the Board), votes on the renewal of the management contract with Fidelity Management & Research Company (FMR) and the sub-advisory agreements (together, the Advisory Contracts) for the fund. FMR and the sub-advisers are referred to herein as the Investment Advisers. The Board, assisted by the advice of fund counsel and Independent Trustees' counsel, requests and considers a broad range of information relevant to the renewal of the Advisory Contracts throughout the year.

The Board meets regularly and, at each of its meetings, covers an extensive agenda of topics and materials and considers factors that are relevant to its annual consideration of the renewal of the fund's Advisory Contracts, including the services and support provided to the fund and its shareholders. The Board has established four standing committees (Committees) — Operations, Audit, Fair Valuation, and Governance and Nominating — each composed of and chaired by Independent Trustees with varying backgrounds, to which the Board has assigned specific subject matter responsibilities in order to enhance effective decision-making by the Board. The Operations Committee, of which all of the Independent Trustees are members, meets regularly throughout the year and considers, among other matters, information specifically related to the annual consideration of the renewal of the fund's Advisory Contracts. The Board, acting directly and through its Committees, requests and receives information concerning the annual consideration of the renewal of the fund's Advisory Contracts. The Board also meets as needed to review matters specifically related to the Board's annual consideration of the renewal of the Advisory Contracts. Members of the Board may also meet with trustees of other Fidelity funds through joint ad hoc committees to discuss certain matters relevant to all of the Fidelity funds.

At its September 2018 meeting, the Board unanimously determined to renew the fund's Advisory Contracts. In reaching its determination, the Board considered all factors it believed relevant, including (i) the nature, extent, and quality of the services to be provided to the fund and its shareholders (including the investment performance of the fund); (ii) the competitiveness of the fund's management fee and total expense ratio relative to peer funds; (iii) the total costs of the services to be provided by and the profits to be realized by Fidelity from its relationships with the fund; and (iv) the extent to which, if any, economies of scale exist and would be realized as the fund grows, and whether any economies of scale are appropriately shared with fund shareholders.

In considering whether to renew the Advisory Contracts for the fund, the Board reached a determination, with the assistance of fund counsel and Independent Trustees' counsel and through the exercise of its business judgment, that the renewal of the Advisory Contracts was in the best interests of the fund and its shareholders and that the compensation payable under the Advisory Contracts was fair and reasonable. The Board's decision to renew the Advisory Contracts was not based on any single factor, but rather was based on a comprehensive consideration of all the information provided to the Board at its meetings throughout the year. The Board, in reaching its determination to renew the Advisory Contracts, was aware that shareholders of the fund have a broad range of investment choices available to them, including a wide choice among funds offered by Fidelity's competitors, and that the fund's shareholders, who have the opportunity to review and weigh the disclosure provided by the fund in its prospectus and other public disclosures, have chosen to invest in this fund, which is part of the Fidelity family of funds.

**Nature, Extent, and Quality of Services Provided.** The Board considered Fidelity's staffing as it relates to the fund, including the backgrounds of investment personnel of Fidelity, and also considered the fund's investment objective, strategies, and related investment philosophy. The Independent Trustees also had discussions with senior management of Fidelity's investment operations and investment groups. The Board considered the structure of the investment personnel compensation program and whether this structure provides appropriate incentives to act in the best interests of the fund. Additionally, the Board considered the portfolio managers' investments, if any, in the funds that they manage.

**Resources Dedicated to Investment Management and Support Services.** The Board reviewed the general qualifications and capabilities of Fidelity's investment staff, including its size, education, experience, and resources, as well as Fidelity's approach to recruiting, managing, and compensating investment personnel. The Board noted that Fidelity has continued to increase the resources devoted to non-U.S. offices, including expansion of Fidelity's global investment organization. The Board also noted that Fidelity's analysts have extensive resources, tools and capabilities that allow them to conduct sophisticated quantitative and fundamental analysis, as well as credit analysis of issuers, counterparties and guarantors. Further, the Board considered that Fidelity's investment professionals have sufficient access to global information and data so as to provide competitive investment results over time, and that those professionals also have access to sophisticated tools that permit them to assess portfolio construction and risk and performance attribution characteristics continuously, as well as to transmit new information and research conclusions rapidly around the world. Additionally, in its deliberations, the Board considered Fidelity's trading, risk management, compliance, and technology and operations capabilities and resources, which are integral parts of the investment management process.

**Shareholder and Administrative Services.** The Board considered (i) the nature, extent, quality, and cost of advisory, administrative, and shareholder services performed by the Investment Advisers and their affiliates under the Advisory Contracts and under separate agreements covering transfer agency, pricing and bookkeeping, and securities lending services for the fund; (ii) the nature and extent of the supervision of third party service providers, principally custodians, subcustodians, and pricing vendors; and (iii) the resources devoted to, and the record of compliance with, the fund's compliance policies and procedures. The Board also reviewed the allocation of fund brokerage, including allocations to brokers affiliated with the Investment Advisers, the use of brokerage commissions to pay fund expenses, and the use of "soft" commission dollars to pay for research services.

The Board noted that the growth of fund assets over time across the complex allows Fidelity to reinvest in the development of services designed to enhance the value and convenience of the Fidelity funds as investment vehicles. These services include 24-hour access to account information and market information through telephone representatives and over the Internet, investor education materials and asset allocation tools, and the expanded availability of Fidelity Investor Centers.

**Investment in a Large Fund Family.** The Board considered the benefits to shareholders of investing in a Fidelity fund, including the benefits of investing in a fund that is part of a large family of funds offering a variety of investment disciplines and providing a large variety of mutual fund investor services. The Board noted that Fidelity had taken, or had made recommendations that resulted in the Fidelity funds taking, a number of actions over the previous year that benefited particular funds, including: (i) continuing to dedicate additional resources to Fidelity's investment research process, which includes meetings with management of issuers of securities in which the funds invest, and to the support of the senior management team that oversees asset management; (ii) continuing efforts to enhance Fidelity's global research capabilities; (iii) launching new funds and making other enhancements to meet client needs; (iv) launching new share classes of existing funds; (v) eliminating purchase minimums and broadening eligibility requirements for certain funds and share classes; (vi) reducing management fees and total expenses for certain growth equity funds and index funds; (vii) lowering expense caps for certain existing funds and classes, and converting certain voluntary expense caps to contractual caps, to reduce expenses borne by shareholders; (viii) eliminating short-term redemption fees for funds that had such fees; (ix) rationalizing product lines and gaining increased efficiencies from fund mergers and share class consolidations; (x) continuing to develop, acquire and implement systems and technology to improve services to the funds and shareholders, strengthen information security, and increase efficiency; and (xi) continuing to implement enhancements to further strengthen Fidelity's product line to increase investors' probability of success in achieving their investment goals, including retirement income goals.

## Board Approval of Investment Advisory Contracts and Management Fees – continued

Investment Performance. The Board considered whether the fund has operated in accordance with its investment objective, as well as its record of compliance with its investment restrictions and its performance history. The Board noted that there was a portfolio management change for the fund in April 2018.

The Board took into account discussions that occur at Board meetings throughout the year with representatives of the Investment Advisers about fund investment performance. In this regard the Board noted that as part of regularly scheduled fund reviews and other reports to the Board on fund performance, the Board considers annualized return information for the fund for different time periods, measured against one or more appropriate securities market indices, including a customized blended index that reflects the respective weights of the fund’s asset classes (each a “benchmark index”) and a peer group of funds with similar objectives (“peer group”), if any. In its evaluation of fund investment performance at meetings throughout the year, the Board gave particular attention to information indicating underperformance of certain Fidelity funds for specific time periods and discussed with the Investment Advisers the reasons for such underperformance.

In addition to reviewing absolute and relative fund performance, the Independent Trustees periodically consider the appropriateness of fund performance metrics in evaluating the results achieved. In general, the Independent Trustees believe that fund performance should be evaluated based on gross performance (before fees and expenses but after transaction costs) compared to appropriate benchmark indices, over appropriate time periods that may include full market cycles, and on net performance (after fees and expenses) compared to peer groups, as applicable, over the same periods, taking into account relevant factors including the following: general market conditions; expectations for interest rate levels and credit conditions; issuer-specific information including credit quality; and fund cash flows and other factors. Depending on the circumstances, the Independent Trustees may be satisfied with a fund’s performance notwithstanding that it lags its benchmark index or peer group for certain periods.

The Independent Trustees recognize that shareholders evaluate performance on a net basis over their own holding periods, for which one-, three-, and five-year periods are often used as a proxy. For this reason, the performance information reviewed by the Board also included net cumulative calendar year total return information for the fund and an appropriate benchmark index and peer group for the most recent one-, three-, and five-year periods.

Based on its review, the Board concluded that the nature, extent, and quality of services provided to the fund under the Advisory Contracts should continue to benefit the shareholders of the fund.

**Competitiveness of Management Fee and Total Expense Ratio.** The Board considered the fund’s management fee and total expense ratio compared to “mapped groups” of competitive funds and classes created for the purpose of facilitating the Trustees’ competitive analysis of management fees and total expenses. Fidelity creates “mapped groups” by combining similar Lipper investment objective categories that have comparable investment mandates. Combining Lipper investment objective categories aids the Board’s management fee and total expense ratio comparisons by broadening the competitive group used for comparison.

**Management Fee.** The Board considered two proprietary management fee comparisons for the 12-month periods shown in basis points (BP) in the chart below. The group of Lipper funds used by the Board for management fee comparisons is referred to below as the “Total Mapped Group.” The Total Mapped Group comparison focuses on a fund’s standing in terms of gross management fees before expense reimbursements or caps relative to the total universe of funds with comparable investment mandates, regardless of whether their management fee structures also are comparable. Funds with comparable investment mandates offer exposure to similar types of securities. Funds with comparable management fee structures have similar management fee contractual arrangements (e.g., flat rate charged for advisory services, all-inclusive fee rate, etc.). “TMG %” represents the percentage of funds in the Total Mapped Group that had management fees that were lower than the fund’s. For example, a hypothetical TMG % of 20% would mean that 80% of the funds in the Total Mapped Group had higher, and 20% had lower, management fees than the fund. The fund’s actual TMG %s and the number of funds in the Total Mapped Group are in the chart below. The “Asset-Size Peer Group” (ASPG) comparison focuses on a fund’s standing relative to a subset of non-Fidelity funds within the Total Mapped Group that are similar in size and management fee structure. For example, if a fund is in the first quartile of the ASPG, the fund’s management fee ranks in the least expensive or lowest 25% of funds in the ASPG. The ASPG represents at least 15% of the funds in the Total Mapped Group with comparable asset size and management fee structures, subject to a minimum of 50 funds (or all funds in the Total Mapped Group if fewer than 50). Additional information, such as the ASPG quartile in which the fund’s management fee rate ranked, is also included in the chart and was considered by the Board.

### VIP Asset Manager Portfolio



The Board noted that the fund’s management fee rate ranked below the median of its Total Mapped Group and below the median of its ASPG for 2017.

The Board noted that it and the boards of other Fidelity funds formed an ad hoc Committee on Group Fee, which meets periodically, to conduct an in-depth review of the “group fee” component of the management fee of funds with such management fee structures. The Committee’s focus included the mechanics of the group fee, the competitive landscape of group fee structures, Fidelity funds with no group fee component and investment products not included in group fee assets. The Board also considered that, for funds subject to the group fee, FMR agreed to voluntarily waive fees over a specified period of time in amounts designed to account for assets converted from certain funds to certain collective investment trusts.

Based on its review, the Board concluded that the fund’s management fee is fair and reasonable in light of the services that the fund receives and the other factors considered.

**Total Expense Ratio.** In its review of each class’s total expense ratio, the Board considered the fund’s management fee rate as well as other fund or class expenses, as applicable, such as transfer agent fees, pricing and bookkeeping fees, fund-paid 12b-1 fees, and custodial, legal, and audit fees. The Board also noted that Fidelity may agree to waive fees and expenses from time to time, and the extent to which, if any, it has done so for the fund. As part of its review, the Board also considered the current and historical total expense ratios of each class of the fund compared to competitive fund median expenses. Each class of the fund is compared to those funds and classes in the Total Mapped Group (used by the Board for management fee comparisons) that have a similar sales load structure.

The Board noted that the total expense ratio of each class ranked below the competitive median for 2017.

**Fees Charged to Other Fidelity Clients.** The Board also considered Fidelity fee structures and other information with respect to clients of Fidelity, such as other funds advised or subadvised by Fidelity, pension plan clients, and other institutional clients with similar mandates. The Board noted that a joint ad hoc committee created by it and the boards of other Fidelity funds periodically reviews and compares Fidelity’s institutional investment advisory business with its business of providing services to the Fidelity funds and also noted the most recent findings of the committee. The Board noted that the committee’s review included a consideration of the differences in services provided, fees charged, and costs incurred, as well as competition in the markets serving the different categories of clients.

Based on its review of total expense ratios and fees charged to other Fidelity clients, the Board concluded that the total expense ratio of each class of the fund was reasonable in light of the services that the fund and its shareholders receive and the other factors considered.

**Costs of the Services and Profitability.** The Board considered the revenues earned and the expenses incurred by Fidelity in conducting the business of developing, marketing, distributing, managing, administering and servicing the fund and servicing the fund’s shareholders. The Board also considered the level of Fidelity’s profits in respect of all the Fidelity funds.

On an annual basis, Fidelity presents to the Board information about the profitability of its relationships with the fund. Fidelity calculates profitability information for each fund, as well as aggregate profitability information for groups of Fidelity funds and all Fidelity funds, using a series of detailed revenue and cost allocation methodologies which originate with the books and records of Fidelity on which Fidelity’s audited financial statements are based. The Audit Committee of the Board reviews any significant changes from the prior year’s methodologies.

PricewaterhouseCoopers LLP (PwC), auditor to Fidelity and certain Fidelity funds, has been engaged annually by the Board as part of the Board’s assessment of Fidelity’s profitability analysis. PwC’s engagement includes the review and assessment of the methodologies used by Fidelity in determining the revenues and expenses attributable to Fidelity’s mutual fund business, and completion of agreed-upon procedures in respect of the mathematical accuracy of the fund profitability information and its conformity to established allocation methodologies. After considering PwC’s reports issued under the engagement and information provided by Fidelity, the Board concluded that while other allocation methods may also be reasonable, Fidelity’s profitability methodologies are reasonable in all material respects.

The Board also reviewed Fidelity’s non-fund businesses and potential indirect benefits such businesses may have received as a result of their association with Fidelity’s mutual fund business (i.e., fall-out benefits) as well as cases where Fidelity’s affiliates may benefit from the fund’s business. The Board noted that changes to fall-out benefits year-over-year reflect business developments at Fidelity’s various businesses.

The Board considered the costs of the services provided by and the profits realized by Fidelity in connection with the operation of the fund and was satisfied that the profitability was not excessive.

**Economies of Scale.** The Board considered whether there have been economies of scale in respect of the management of the Fidelity funds, whether the Fidelity funds (including the fund) have appropriately benefited from any such economies of scale, and whether there is potential for realization of any further economies of scale. The Board considered the extent to which the fund will benefit from economies of scale as assets grow through increased services to the fund, through waivers or reimbursements, or through fee or expense ratio reductions. The Board also noted that a committee (the Economies of Scale Committee) created by it and the boards of other Fidelity funds periodically analyzes whether Fidelity attains economies of scale in respect of the management and servicing of the Fidelity funds, whether the Fidelity funds have appropriately benefited from such economies of scale, and whether there is potential for realization of any further economies of scale.

The Board recognized that the fund’s management contract incorporates a “group fee” structure, which provides for lower group fee rates as total group assets increase, and for higher group fee rates as total group assets decrease (with “group assets” defined to include fund assets under FMR’s management plus the assets of sector funds previously under FMR’s management). FMR calculates the group fee rates based on a tiered asset “breakpoint” schedule that varies based on asset class. The Board considered that the group fee is designed to deliver the benefits of economies of scale to fund shareholders when total Fidelity fund assets increase, even if assets of any particular fund are unchanged or have declined, because some portion of Fidelity’s costs are attributable to services provided to all Fidelity funds, and all funds benefit if those costs can be allocated among more assets. The Board concluded that, given the group fee structure, fund shareholders will benefit from lower management fees as group assets increase at the fund complex level, regardless of whether Fidelity achieves any such economies of scale.

The Board concluded, taking into account the analysis of the Economies of Scale Committee, that economies of scale, if any, are being appropriately shared between fund shareholders and Fidelity.

**Additional Information Requested by the Board.** In order to develop fully the factual basis for consideration of the Fidelity funds’ advisory contracts, the Board requested and received additional information on certain topics, including: (i) Fidelity’s fund profitability methodology, profitability trends for certain funds, the allocation of various costs to different funds, and the impact of certain factors on fund profitability results; (ii) portfolio manager changes that have occurred during the past year and the amount of the investment that each portfolio manager has made in the Fidelity fund(s) that he or she manages; (iii) Fidelity’s compensation structure for portfolio managers, research analysts, and other key personnel, including its effects on fund profitability, the rationale for the compensation structure, and the extent to which current market conditions have affected retention and recruitment; (iv) the arrangements with and compensation paid to certain fund

## **Board Approval of Investment Advisory Contracts and Management Fees – continued**

sub-advisers on behalf of the Fidelity funds and the treatment of such compensation within Fidelity's fund profitability methodology; (v) the terms of Fidelity's voluntary expense limitation agreements; (vi) the methodology with respect to competitive fund data and peer group classifications; (vii) Fidelity's transfer agent fee, expense, and service structures for different funds and classes relative to competitive trends, and the impact of the increased use of omnibus accounts; (viii) new developments in the retail and institutional marketplaces and the competitive positioning of the funds relative to other investment products and services; (ix) the impact of recent changes to the money market fund landscape, including the full implementation of money market fund reform and rising interest rates, on Fidelity's money market funds; (x) the funds' share class structures and distribution channels; and (xi) explanations regarding the relative total expense ratios of certain funds and classes, total expense competitive trends and methodologies for total expense competitive comparisons, and actions that might be taken by Fidelity to reduce total expense ratios for certain classes. In addition, the Board considered its discussions with Fidelity throughout the year regarding enhanced information security initiatives and the funds' fair valuation policies.

Based on its evaluation of all of the conclusions noted above, and after considering all factors it believed relevant, the Board concluded that the advisory fee arrangements are fair and reasonable, and that the fund's Advisory Contracts should be renewed.



