

Fidelity® Variable Insurance Products: Asset Manager Portfolio

Semiannual Report
June 30, 2010



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To view a fund's proxy voting guidelines and proxy voting record for the 12-month period ended June 30, visit <http://www.fidelity.com/proxyvotingresults> or visit the Securities and Exchange Commission's (SEC) web site at <http://www.sec.gov>. You may also call 1-877-208-0098 to request a free copy of the proxy voting guidelines.

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

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

A fund files its complete schedule of portfolio holdings with the SEC for the first and third quarters of each fiscal year on Form N-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> or <http://www.advisor.fidelity.com>, as applicable.

NOT FDIC INSURED • MAY LOSE VALUE • NO BANK GUARANTEE

Neither the fund nor Fidelity Distributors Corporation is a bank.

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 (January 1, 2010 to June 30, 2010).

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	Beginning Account Value January 1, 2010	Ending Account Value June 30, 2010	Expenses Paid During Period* January 1, 2010 to June 30, 2010
Initial Class	.63%			
Actual		\$ 1,000.00	\$ 980.00	\$ 3.09
Hypothetical ^A		\$ 1,000.00	\$ 1,021.67	\$ 3.16
Service Class	.75%			
Actual		\$ 1,000.00	\$ 979.90	\$ 3.68
Hypothetical ^A		\$ 1,000.00	\$ 1,021.08	\$ 3.76
Service Class 2	.90%			
Actual		\$ 1,000.00	\$ 978.90	\$ 4.42
Hypothetical ^A		\$ 1,000.00	\$ 1,020.33	\$ 4.51
Investor Class	.72%			
Actual		\$ 1,000.00	\$ 979.20	\$ 3.53
Hypothetical ^A		\$ 1,000.00	\$ 1,021.22	\$ 3.61

^A 5% return per year before expenses

* Expenses are equal to each Class' annualized expense ratio, multiplied by the average account value over the period, multiplied by 181/365 (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 the Fund's annualized expense ratio.

Investment Changes (Unaudited)

The information in the following tables is based on the combined investments of the Fund and its pro-rata share of its investments in each of Fidelity's International Equity and Fixed-Income Central Funds.

Top Five Stocks as of June 30, 2010

	% of fund's net assets	% of fund's net assets 6 months ago
Apple, Inc.	1.6	1.0
Delta Air Lines, Inc.	1.1	1.1
JPMorgan Chase & Co.	1.1	1.0
Wells Fargo & Co.	1.0	1.2
Dow Chemical Co.	0.7	0.9
	<u>5.5</u>	

Top Five Bond Issuers as of June 30, 2010

(with maturities greater than one year)	% of fund's net assets	% of fund's net assets 6 months ago
U.S. Treasury Obligations	12.1	11.2
Fannie Mae	8.7	9.5
Government National Mortgage Association	1.1	0.2
Freddie Mac	1.0	1.0
Morgan Stanley	0.4	0.3
	<u>23.3</u>	

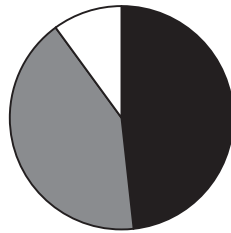
Top Five Market Sectors as of June 30, 2010

	% of fund's net assets	% of fund's net assets 6 months ago
Financials	14.2	16.7
Consumer Discretionary	9.0	6.7
Industrials	9.0	6.9
Information Technology	8.7	13.1
Energy	5.6	6.2

Asset Allocation (% of fund's net assets)

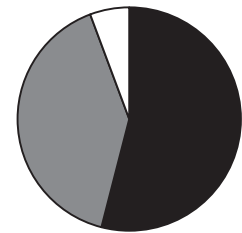
As of June 30, 2010*

■ Stock class***	48.2%
■ Bond class	41.7%
□ Short-term class	10.1%
* Foreign investments	19.5%



As of December 31, 2009**

■ Stock class****	54.0%
■ Bond class	40.3%
□ Short-term class	5.7%
** Foreign investments	22.7%



*** Includes Commodities & Related Investments of 1.5%.

**** Includes Commodities & Related Investments of 1.0%.

Asset allocations in the pie charts reflect 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 futures contracts and swap contracts, if applicable.

A 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, is available at advisor.fidelity.com.

Investments June 30, 2010 (Unaudited)

Showing Percentage of Net Assets

Common Stocks – 32.9%

	Shares	Value
CONSUMER DISCRETIONARY – 5.5%		
Automobiles – 0.4%		
Bayerische Motoren Werke AG (BMW)	74,840	\$ 3,637,190
Daimler AG (Germany) (a)	24,500	1,238,475
		<u>4,875,665</u>
Hotels, Restaurants & Leisure – 1.0%		
Chipotle Mexican Grill, Inc. (a)	19,300	2,640,433
Ctrip.com International Ltd. sponsored ADR (a)	127,800	4,800,168
Las Vegas Sands Corp. (a)(d)	91,500	2,025,810
Starwood Hotels & Resorts Worldwide, Inc.	74,800	3,098,964
		<u>12,565,375</u>
Household Durables – 0.5%		
Cyrela Brazil Realty SA	155,000	1,685,837
Gafisa SA sponsored ADR	296,000	3,584,560
Whirlpool Corp.	18,300	1,607,106
		<u>6,877,503</u>
Internet & Catalog Retail – 0.4%		
Amazon.com, Inc. (a)	43,000	4,698,180
Priceline.com, Inc. (a)	6,400	1,129,856
		<u>5,828,036</u>
Media – 0.3%		
Discovery Communications, Inc. (a)	42,800	1,528,388
Time Warner Cable, Inc.	38,800	2,020,704
		<u>3,549,092</u>
Multiline Retail – 0.8%		
Dollarama, Inc.	20,500	476,610
Macy's, Inc.	341,000	6,103,900
Nordstrom, Inc.	111,400	3,585,966
		<u>10,166,476</u>
Specialty Retail – 1.2%		
Bed Bath & Beyond, Inc. (a)	51,900	1,924,452
Home Depot, Inc.	39,900	1,119,993
Lowe's Companies, Inc.	262,900	5,368,418
Tiffany & Co., Inc.	72,700	2,756,057
Williams-Sonoma, Inc.	152,400	3,782,568
		<u>14,951,488</u>
Textiles, Apparel & Luxury Goods – 0.9%		
Coach, Inc.	44,800	1,637,440
Deckers Outdoor Corp. (a)	27,400	3,914,638
Fossil, Inc. (a)	59,900	2,078,530
Phillips-Van Heusen Corp.	75,300	3,484,131
		<u>11,114,739</u>
TOTAL CONSUMER DISCRETIONARY		<u>69,928,374</u>

CONSUMER STAPLES – 0.5%

Personal Products – 0.5%

	Shares	Value
Estee Lauder Companies, Inc. Class A	62,700	\$ 3,494,271
Hengan International Group Co. Ltd.	398,500	3,226,933
		<u>6,721,204</u>

ENERGY – 3.0%

Energy Equipment & Services – 1.0%

	Shares	Value
Baker Hughes, Inc.	83,600	3,475,252
Dril-Quip, Inc. (a)	30,700	1,351,414
Schlumberger Ltd.	101,000	5,589,340
Smith International, Inc.	60,600	2,281,590
		<u>12,697,596</u>

Oil, Gas & Consumable Fuels – 2.0%

	Shares	Value
Chesapeake Energy Corp.	100,200	2,099,190
Concho Resources, Inc. (a)	62,400	3,452,592
EOG Resources, Inc.	19,300	1,898,541
EXCO Resources, Inc.	50,600	739,266
Occidental Petroleum Corp.	86,500	6,673,475
Petrohawk Energy Corp. (a)	147,500	2,503,075
Pioneer Natural Resources Co.	65,900	3,917,755
Southwestern Energy Co. (a)	89,300	3,450,552
Sunoco, Inc.	12,400	431,148
Whiting Petroleum Corp. (a)	11,200	878,304
		<u>26,043,898</u>

TOTAL ENERGY 38,741,494

FINANCIALS – 5.8%

Capital Markets – 0.2%

	Shares	Value
Goldman Sachs Group, Inc.	22,400	2,940,448

Commercial Banks – 2.5%

	Shares	Value
Comerica, Inc.	45,300	1,668,399
Huntington Bancshares, Inc.	375,400	2,079,716
Itau Unibanco Banco Multiplo SA ADR	113,800	2,049,538
Marshall & Ilsley Corp.	167,300	1,201,214
PNC Financial Services Group, Inc.	145,800	8,237,700
Regions Financial Corp.	510,200	3,357,116
Wells Fargo & Co.	510,400	13,066,240
		<u>31,659,923</u>

Consumer Finance – 0.7%

	Shares	Value
American Express Co.	206,700	8,205,990

Diversified Financial Services – 1.9%

	Shares	Value
Apollo Global Management LLC (a)(e)	315,200	2,206,400
Bank of America Corp.	562,801	8,087,450
JPMorgan Chase & Co.	367,100	13,439,531
		<u>23,733,381</u>

Insurance – 0.4%

	Shares	Value
Hartford Financial Services Group, Inc.	99,800	2,208,574
Lincoln National Corp.	136,800	3,322,872
		<u>5,531,446</u>

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

Investments (Unaudited) – continued

Common Stocks – continued

	Shares	Value
FINANCIALS – continued		
Real Estate Investment Trusts – 0.1%		
Public Storage	13,500	\$ 1,186,785
TOTAL FINANCIALS		<u>73,257,973</u>
HEALTH CARE – 2.6%		
Biotechnology – 0.7%		
Amgen, Inc. (a)	37,800	1,988,280
Dendreon Corp. (a)	35,300	1,141,249
Gilead Sciences, Inc. (a)	24,700	846,716
United Therapeutics Corp. (a)	90,300	4,407,543
		<u>8,383,788</u>
Health Care Equipment & Supplies – 0.6%		
Edwards Lifesciences Corp. (a)	24,600	1,378,092
Intuitive Surgical, Inc. (a)	9,100	2,872,142
Varian Medical Systems, Inc. (a)	26,800	1,401,104
Volcano Corp. (a)	71,600	1,562,312
		<u>7,213,650</u>
Health Care Providers & Services – 1.0%		
Emergency Medical Services Corp. Class A (a)	22,100	1,083,563
Express Scripts, Inc. (a)	175,200	8,237,904
HMS Holdings Corp. (a)	33,000	1,789,260
Medco Health Solutions, Inc. (a)	38,400	2,115,072
		<u>13,225,799</u>
Health Care Technology – 0.2%		
Cerner Corp. (a)	16,700	1,267,363
SXC Health Solutions Corp. (a)	22,100	1,624,673
		<u>2,892,036</u>
Pharmaceuticals – 0.1%		
Valeant Pharmaceuticals International (a)	26,800	1,401,372
TOTAL HEALTH CARE		<u>33,116,645</u>
INDUSTRIALS – 6.4%		
Aerospace & Defense – 1.0%		
BE Aerospace, Inc. (a)	73,400	1,866,562
Goodrich Corp.	61,900	4,100,875
The Boeing Co.	103,900	6,519,725
		<u>12,487,162</u>
Air Freight & Logistics – 0.1%		
Air Lease Corp. Class A (a)(e)	59,100	1,182,000
Airlines – 2.5%		
Continental Airlines, Inc. Class B (a) ...	423,400	9,314,800
Delta Air Lines, Inc. (a)	1,175,225	13,808,894
Southwest Airlines Co.	523,900	5,820,529
UAL Corp. (a)	117,800	2,421,968
		<u>31,366,191</u>

	Shares	Value
Construction & Engineering – 0.1%		
Fluor Corp.	14,500	\$ 616,250
Jacobs Engineering Group, Inc. (a)	35,800	1,304,552
		<u>1,920,802</u>
Industrial Conglomerates – 0.7%		
General Electric Co.	655,800	9,456,636
Machinery – 1.6%		
Caterpillar, Inc.	68,900	4,138,823
Cummins, Inc.	74,600	4,858,698
Kennametal, Inc.	114,600	2,914,278
MAN SE	27,826	2,293,545
PACCAR, Inc.	32,900	1,311,723
Parker Hannifin Corp.	62,900	3,488,434
Sandvik AB	35,500	433,027
Timken Co.	38,700	1,005,813
		<u>20,444,341</u>
Road & Rail – 0.4%		
CSX Corp.	56,500	2,804,095
Union Pacific Corp.	30,700	2,133,957
		<u>4,938,052</u>
TOTAL INDUSTRIALS		<u>81,795,184</u>
INFORMATION TECHNOLOGY – 7.3%		
Communications Equipment – 1.3%		
Cisco Systems, Inc. (a)	439,200	9,359,352
Juniper Networks, Inc. (a)	74,100	1,690,962
Research In Motion Ltd. (a)	74,500	3,669,870
Riverbed Technology, Inc. (a)	54,200	1,497,004
		<u>16,217,188</u>
Computers & Peripherals – 1.9%		
Apple, Inc. (a)	79,300	19,946,330
Dell, Inc. (a)	146,000	1,760,760
Isilon Systems, Inc. (a)	18,500	237,540
Seagate Technology (a)	129,700	1,691,288
		<u>23,635,918</u>
Internet Software & Services – 1.0%		
Baidu.com, Inc. sponsored ADR (a)	39,000	2,655,120
eBay, Inc. (a)	256,700	5,033,887
Rackspace Hosting, Inc. (a)	26,300	482,342
Tencent Holdings Ltd.	291,500	4,829,508
		<u>13,000,857</u>
IT Services – 0.3%		
Cognizant Technology Solutions Corp. Class A (a)	68,900	3,449,134
Semiconductors & Semiconductor Equipment – 1.2%		
Aixtron AG (d)	29,300	701,232
Altera Corp.	104,700	2,597,607
Broadcom Corp. Class A	128,000	4,220,160
Cree, Inc. (a)	14,800	888,444

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

Common Stocks – continued

	Shares	Value
INFORMATION TECHNOLOGY – continued		
Semiconductors & Semiconductor Equipment – continued		
Marvell Technology Group Ltd. (a)	300,500	\$ 4,735,880
Xilinx, Inc.	82,700	2,089,002
		<u>15,232,325</u>
Software – 1.6%		
Citrix Systems, Inc. (a)	121,900	5,147,837
Informatica Corp. (a)	204,300	4,878,684
Microsoft Corp.	148,300	3,412,383
NCsoft Corp.	4,413	726,407
Nintendo Co. Ltd.	2,200	646,050
Rovi Corp. (a)	114,500	4,340,695
Taleo Corp. Class A (a)	71,000	1,724,590
		<u>20,876,646</u>
TOTAL INFORMATION TECHNOLOGY		<u>92,412,068</u>
MATERIALS – 1.5%		
Chemicals – 1.2%		
Dow Chemical Co.	400,200	9,492,744
Ferro Corp. (a)	96,900	714,153
Lubrizol Corp.	15,400	1,236,774
LyondellBasell Industries NV Class A (a)	131,000	2,115,650
Rockwood Holdings, Inc. (a)	75,300	1,708,557
		<u>15,267,878</u>
Metals & Mining – 0.3%		
Alcoa, Inc.	283,600	2,853,016
Thyssenkrupp AG	26,200	646,745
		<u>3,499,761</u>
TOTAL MATERIALS		<u>18,767,639</u>
TELECOMMUNICATION SERVICES – 0.3%		
Wireless Telecommunication Services – 0.3%		
NII Holdings, Inc. (a)	68,900	2,240,628
Vivo Participacoes SA sponsored ADR	86,000	2,229,120
		<u>4,469,748</u>
TOTAL COMMON STOCKS (Cost \$382,578,031)		419,210,329

U.S. Treasury Obligations – 0.1%

	Principal Amount	
U.S. Treasury Bills, yield at date of purchase 0.15% 7/15/10 (f) (Cost \$1,299,923)	\$ 1,300,000	<u>1,299,951</u>

Equity Funds – 14.6%

	Shares	Value
Commodity Funds – 1.5%		
Fidelity Commodity Strategy Central Fund (g)	1,915,916	\$ 18,890,931
International Equity Funds – 13.1%		
Fidelity Emerging Markets Equity Central Fund (g)	159,736	27,461,813
Fidelity International Equity Central Fund (g)	2,487,443	140,018,139
TOTAL INTERNATIONAL EQUITY FUNDS		<u>167,479,952</u>
TOTAL EQUITY FUNDS (Cost \$229,637,054)		186,370,883

Fixed-Income Funds – 46.2%

Fidelity Floating Rate Central Fund (g)	234,443	21,927,491
Fidelity High Income Central Fund 1 (g)	628,661	57,509,870
Fidelity VIP Investment Grade Central Fund (g)	4,685,670	508,816,958
TOTAL FIXED-INCOME FUNDS (Cost \$559,451,861)		588,254,319

Money Market Funds – 6.5%

Fidelity Cash Central Fund, 0.20% (b)	79,329,476	79,329,476
Fidelity Money Market Central Fund, 0.43% (b)	260,162	260,162
Fidelity Securities Lending Cash Central Fund, 0.24% (b)(c)	2,407,992	2,407,992
TOTAL MONEY MARKET FUNDS (Cost \$81,997,630)		81,997,630

Cash Equivalents – 0.0%

	Maturity Amount	
Investments in repurchase agreements in a joint trading account at 0.02%, dated 6/30/10 due 7/1/10 (Collateralized by U.S. Government Obligations) # (Cost \$38,000)	\$ 38,000	<u>38,000</u>

TOTAL INVESTMENT PORTFOLIO – 100.3% (Cost \$1,255,002,499)	1,277,171,112
NET OTHER ASSETS (LIABILITIES) – (0.3)%	<u>(3,380,018)</u>
NET ASSETS – 100%	\$ 1,273,791,094

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

Investments (Unaudited) – continued

Futures Contracts

	Expiration Date	Underlying Face Amount at Value	Unrealized Appreciation/ (Depreciation)
Purchased			
Equity Index Contracts			
148 CME E-mini MSCI EAFE Index Contracts	Sept. 2010	\$ 9,732,480	\$ (429,646)

The face value of futures purchased as a percentage of net assets is 0.8%

Legend

- (a) Non-income producing
- (b) Affiliated fund that is 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.

Additional information on each counterparty to the repurchase agreement is as follows:

Repurchase Agreement / Counterparty	Value
\$38,000 due 7/01/10 at 0.02%	
BNP Paribas Securities Corp.	\$ 5,447
Bank of America, NA	8,059
Barclays Capital, Inc.	11,267
Credit Agricole Securities (USA) Inc.	8,059
Mizuho Securities USA, Inc.	2,686
RBC Capital Markets Corp.	2,482
	<u>\$ 38,000</u>

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	\$ 65,775
Fidelity Emerging Markets Equity Central Fund	188,488
Fidelity Floating Rate Central Fund	342,057
Fidelity High Income Central Fund 1	2,239,852
Fidelity International Equity Central Fund	2,314,476
Fidelity Money Market Central Fund	480
Fidelity Securities Lending Cash Central Fund	36,196
Fidelity VIP Investment Grade Central Fund	9,284,595
Total	<u>\$ 14,471,919</u>

- (c) Investment made with cash collateral received from securities on loan.
- (d) Security or a portion of the security is on loan at period end.
- (e) Security exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be resold in transactions exempt from registration, normally to qualified institutional buyers. At the end of the period, the value of these securities amounted to \$3,388,400 or 0.3% of net assets.
- (f) Security or a portion of the security was pledged to cover margin requirements for futures contracts. At the period end, the value of securities pledged amounted to \$1,299,951.
- (g) Affiliated fund that is 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 web site at 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 International Equity and Fixed-Income Fidelity Central Funds, is available at advisor.fidelity.com. In addition, each Fidelity Central Fund's financial statements are available on the SEC's web site or upon request.

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

Additional information regarding the Fund's fiscal year to date purchases and sales, including the ownership percentage, of the non Money Market Central Funds is as follows:

Fund	Value, beginning of period	Purchases	Sales Proceeds	Value, end of period	% ownership, end of period
Fidelity Commodity Strategy Central Fund	\$ 14,116,056	\$ 6,981,696	\$ —	\$ 18,890,931	10.4%
Fidelity Emerging Markets Equity Central Fund	29,539,978	—	—	27,461,813	9.0%
Fidelity Floating Rate Central Fund	16,359,922	5,549,657	—	21,927,491	0.8%
Fidelity High Income Central Fund 1	55,262,376	2,239,852	—	57,509,870	10.2%
Fidelity International Equity Central Fund	162,876,514	2,314,476	—	140,018,139	8.4%
Fidelity VIP Investment Grade Central Fund	504,626,110	9,625,561	24,979,086	508,816,958	12.8%
Total	<u>\$ 782,780,956</u>	<u>\$ 26,711,242</u>	<u>\$ 24,979,086</u>	<u>\$ 774,625,202</u>	

Other Information

The following is a summary of the inputs used, as of June 30, 2010, involving the Fund's assets and liabilities carried at 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 in the tables below, please refer to the Security Valuation section in the accompanying Notes to Financial Statements.

Valuation Inputs at Reporting Date:

Description	Total	Level 1	Level 2	Level 3
Investments in Securities:				
Equities:				
Consumer Discretionary	\$ 69,928,374	\$ 65,052,709	\$ 4,875,665	\$ —
Consumer Staples	6,721,204	3,494,271	3,226,933	—
Energy	38,741,494	38,741,494	—	—
Financials	73,257,973	71,051,573	2,206,400	—
Health Care	33,116,645	33,116,645	—	—
Industrials	81,795,184	77,886,612	2,726,572	1,182,000
Information Technology	92,412,068	85,508,871	6,903,197	—
Materials	18,767,639	18,120,894	646,745	—
Telecommunication Services	4,469,748	4,469,748	—	—
U.S. Government and Government Agency Obligations	1,299,951	—	1,299,951	—
Fixed-Income Funds	588,254,319	588,254,319	—	—
Money Market Funds	81,997,630	81,997,630	—	—
Cash Equivalents	38,000	—	38,000	—
Equity Funds	186,370,883	186,370,883	—	—
Total Investments in Securities:	<u>\$ 1,277,171,112</u>	<u>\$ 1,254,065,649</u>	<u>\$ 21,923,463</u>	<u>\$ 1,182,000</u>
Derivative Instruments:				
Liabilities				
Futures Contracts	\$ (429,646)	\$ (429,646)	\$ —	\$ —

The following is a reconciliation of Investments in Securities for which Level 3 inputs were used in determining value:

Investments in Securities:	
Beginning Balance	\$ —
Total Realized Gain (Loss)	—
Total Unrealized Gain (Loss)	—
Cost of Purchases	1,182,000
Proceeds of Sales	—
Amortization/Accretion	—
Transfers in to Level 3	—
Transfers out of Level 3	—
Ending Balance	<u>\$ 1,182,000</u>
The change in unrealized gain (loss) for the period attributable to Level 3 securities held at June 30, 2010	\$ —

The information used in the above reconciliation represents fiscal year to date activity for any Investments in Securities identified as using Level 3 inputs at either the beginning or the end of the current fiscal period. Transfers in or out of Level 3 represent the beginning value of any Security or Instrument where a change in the pricing level occurred from the beginning to the end of the period. The cost of purchases and the proceeds of sales may include securities received or delivered through corporate actions or exchanges. Realized and unrealized gains (losses) disclosed in the reconciliation are included in Net Gain (Loss) on the Fund's Statement of Operations.

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

Investments (Unaudited) – continued

Value of Derivative Instruments

The following table is a summary of the Fund's value of derivative instruments by risk exposure as of June 30, 2010. For additional information on derivative instruments, please refer to the Derivative Instruments section in the accompanying Notes to Financial Statements.

Risk Exposure / Derivative Type	Value	
	Asset	Liability
Equity Risk		
Futures Contracts (a)	\$ —	\$ (429,646)
Total Value of Derivatives	<u> </u>	<u> </u>

(a) Reflects cumulative appreciation/(depreciation) on futures contracts as disclosed on the Schedule of Investments. Only the period end variation margin is separately disclosed on the Statement of Assets and Liabilities.

The information in the following tables is based on the combined investments of the Fund and its pro-rata share of its investments of Fidelity's International Equity and Fixed-Income Central Funds.

The composition of credit quality ratings as a percentage of net assets is as follows (ratings are unaudited):

U.S. Government and U.S. Government Agency Obligations	23.2%
AAA,AA,A	7.6%
BBB	5.3%
BB	2.8%
B	2.7%
CCC,CC,C	0.8%
D	0.0%
Not Rated	0.8%
Equities	48.2%
Short-Term Investments and Net Other Assets	8.6%
	<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 report date and do not reflect subsequent downgrades.

Distribution of investments by country of issue, as a percentage of total net assets, is as follows: (Unaudited)

United States of America	80.5%
United Kingdom	2.8%
Japan	2.2%
Germany	1.4%
Cayman Islands	1.2%
Brazil	1.1%
France	1.1%
China	1.1%
Bermuda	1.0%
Others (Individually Less Than 1%)	7.6%
	<u>100.0%</u>

Income Tax Information

At December 31, 2009, the Fund had a capital loss carryforward of approximately \$239,139,286 of which \$205,755,465 and \$33,383,821 will expire on December 31, 2016 and 2017, respectively. Capital loss carryforwards are only available to offset future capital gains of the Fund to the extent provided by regulations and may be limited.

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

Financial Statements

Statement of Assets and Liabilities

June 30, 2010 (Unaudited)

Assets

Investment in securities, at value (including securities loaned of \$2,274,388 and repurchase agreements of \$38,000) — See accompanying schedule:		
Unaffiliated issuers (cost \$383,915,954)	\$ 420,548,280	
Fidelity Central Funds (cost \$871,086,545)	856,622,832	
Total Investments (cost \$1,255,002,499)		\$1,277,171,112
Cash		429
Foreign currency held at value (cost \$15)		15
Receivable for investments sold		296,129
Receivable for fund shares sold		107,431
Dividends receivable		295,411
Distributions receivable from Fidelity Central Funds		16,890
Other receivables		212,001
Total assets		<u>1,278,099,418</u>

Liabilities

Payable for investments purchased	\$ 449,840	
Payable for fund shares redeemed	557,072	
Accrued management fee	555,547	
Distribution fees payable	8,421	
Payable for daily variation on futures contracts	68,820	
Other affiliated payables	122,692	
Other payables and accrued expenses	137,940	
Collateral on securities loaned, at value	2,407,992	
Total liabilities		<u>4,308,324</u>

Net Assets		<u>\$1,273,791,094</u>
Net Assets consist of:		
Paid in capital	\$1,405,121,463	
Undistributed net investment income	11,608,540	
Accumulated undistributed net realized gain (loss) on investments and foreign currency transactions	(164,677,399)	
Net unrealized appreciation (depreciation) on investments and assets and liabilities in foreign currencies	21,738,490	
Net Assets		<u>\$1,273,791,094</u>

Statement of Assets and Liabilities – continued

June 30, 2010 (Unaudited)

Initial Class:

Net Asset Value , offering price and redemption price per share (\$1,160,408,392 ÷ 91,154,644 shares)	\$ 12.73
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Service Class:

Net Asset Value , offering price and redemption price per share (\$8,262,315 ÷ 653,370 shares)	\$ 12.65
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Service Class 2:

Net Asset Value , offering price and redemption price per share (\$36,111,788 ÷ 2,887,299 shares)	\$ 12.51
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Investor Class:

Net Asset Value , offering price and redemption price per share (\$69,008,599 ÷ 5,442,192 shares)	\$ 12.68
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See accompanying notes which are an integral part of the financial statements.

Financial Statements – continued

Statement of Operations

Six months ended June 30, 2010 (Unaudited)

Investment Income		
Dividends		\$ 1,985,921
Interest		161
Income from Fidelity Central Funds		14,471,919
Total income		<u>16,458,001</u>
Expenses		
Management fee	\$ 3,446,604	
Transfer agent fees	498,045	
Distribution fees	52,685	
Accounting and security lending fees	274,674	
Custodian fees and expenses	25,211	
Independent trustees' compensation	2,558	
Appreciation in deferred trustee compensation account	27	
Audit	22,395	
Legal	4,701	
Miscellaneous	62,624	
Total expenses before reductions	4,389,524	
Expense reductions	(67,240)	4,322,284
Net investment income (loss)		<u>12,135,717</u>
Realized and Unrealized Gain (Loss)		
Net realized gain (loss) on:		
Investment securities:		
Unaffiliated issuers	55,578,888	
Fidelity Central Funds	1,265,487	
Foreign currency transactions	(4,815)	
Futures contracts	353,555	
Capital gain distributions from Fidelity Central Funds	338,980	
Total net realized gain (loss)		57,532,095
Change in net unrealized appreciation (depreciation) on:		
Investment securities	(94,557,064)	
Assets and liabilities in foreign currencies	(5,324)	
Futures contracts	(429,646)	
Total change in net unrealized appreciation (depreciation)		(94,992,034)
Net gain (loss)		<u>(37,459,939)</u>
Net increase (decrease) in net assets resulting from operations		<u>\$ (25,324,222)</u>

Statement of Changes in Net Assets

	Six months ended June 30, 2010 (Unaudited)	Year ended December 31, 2009
Increase (Decrease) in Net Assets		
Operations		
Net investment income (loss)	\$ 12,135,717	\$ 28,241,405
Net realized gain (loss)	57,532,095	(15,677,068)
Change in net unrealized appreciation (depreciation)	(94,992,034)	301,781,112
Net increase (decrease) in net assets resulting from operations	<u>(25,324,222)</u>	<u>314,345,449</u>
Distributions to shareholders from net investment income	(1,037,684)	(29,225,472)
Distributions to shareholders from net realized gain	—	(2,058,644)
Total distributions	<u>(1,037,684)</u>	<u>(31,284,116)</u>
Share transactions – net increase (decrease)	(65,147,770)	(106,930,344)
Total increase (decrease) in net assets	<u>(91,509,676)</u>	<u>176,130,989</u>
Net Assets		
Beginning of period	1,365,300,770	1,189,169,781
End of period (including undistributed net investment income of \$11,608,540 and undistributed net investment income of \$510,507, respectively)	<u>\$ 1,273,791,094</u>	<u>\$ 1,365,300,770</u>

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

Financial Highlights — Initial Class

	Six months ended June 30, 2010 (Unaudited)		Years ended December 31,			
	2009	2008	2007	2006	2005	
Selected Per-Share Data						
Net asset value, beginning of period	\$ 13.00	\$ 10.31	\$ 16.58	\$ 15.71	\$ 15.04	\$ 14.85
Income from Investment Operations						
Net investment income (loss) ^E	.12	.26	.36	.44	.44	.38
Net realized and unrealized gain (loss)	(.38)	2.73	(4.75)	1.88	.64	.21
Total from investment operations	(.26)	2.99	(4.39)	2.32	1.08	.59
Distributions from net investment income	(.01)	(.28)	(.37)	(1.00)	(.41)	(.39)
Distributions from net realized gain	—	(.02)	(1.51)	(.45)	—	(.01)
Total distributions	(.01)	(.30)	(1.88)	(1.45)	(.41)	(.40) ^I
Net asset value, end of period	\$ 12.73	\$ 13.00	\$ 10.31	\$ 16.58	\$ 15.71	\$ 15.04
Total Return^{B,C,D}	(2.00)%	29.11%	(28.76)%	15.57%	7.32%	4.04%
Ratios to Average Net Assets^{F,H}						
Expenses before reductions	.63% ^A	.67%	.63%	.63%	.65%	.64%
Expenses net of fee waivers, if any	.63% ^A	.67%	.63%	.63%	.65%	.64%
Expenses net of all reductions	.63% ^A	.66%	.63%	.62%	.63%	.63%
Net investment income (loss)	1.80% ^A	2.31%	2.62%	2.75%	2.90%	2.60%
Supplemental Data						
Net assets, end of period (000 omitted)	\$1,160,408	\$1,249,955	\$1,093,133	\$1,791,647	\$2,080,545	\$2,407,113
Portfolio turnover rate ^G	54% ^A	95%	90%	99%	173%	44%

^AAnnualized ^BTotal returns for periods of less than one year are not annualized. ^CTotal returns do not reflect charges attributable to your insurance company's separate account. Inclusion of these charges would reduce the total returns shown. ^DTotal returns would have been lower had certain expenses not been reduced during the periods shown. ^ECalculated based on average shares outstanding during the period. ^FFees and expenses of the 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. ^GAmount does not include the portfolio activity of any underlying Fidelity Central Funds. ^HExpense 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. ^ITotal distributions of \$.40 per share is comprised of distributions from net investment income of \$.390 and distributions from net realized gain of \$.005 per share.

Financial Highlights — Service Class

	Six months ended June 30, 2010 (Unaudited)		Years ended December 31,			
	2009	2008	2007	2006	2005	
Selected Per-Share Data						
Net asset value, beginning of period	\$ 12.92	\$ 10.25	\$ 16.48	\$ 15.61	\$ 14.94	\$ 14.75
Income from Investment Operations						
Net investment income (loss) ^E	.11	.25	.34	.42	.42	.36
Net realized and unrealized gain (loss)	(.37)	2.71	(4.71)	1.86	.64	.21
Total from investment operations	(.26)	2.96	(4.37)	2.28	1.06	.57
Distributions from net investment income	(.01)	(.27)	(.35)	(.96)	(.39)	(.37)
Distributions from net realized gain	—	(.02)	(1.51)	(.45)	—	(.01)
Total distributions	(.01)	(.29)	(1.86)	(1.41)	(.39)	(.38) ^I
Net asset value, end of period	\$ 12.65	\$ 12.92	\$ 10.25	\$ 16.48	\$ 15.61	\$ 14.94
Total Return^{B,C,D}	(2.01)%	28.94%	(28.82)%	15.36%	7.24%	3.93%
Ratios to Average Net Assets^{F,H}						
Expenses before reductions	.75% ^A	.79%	.75%	.74%	.76%	.74%
Expenses net of fee waivers, if any	.75% ^A	.79%	.75%	.74%	.76%	.74%
Expenses net of all reductions	.74% ^A	.78%	.75%	.74%	.74%	.73%
Net investment income (loss)	1.69% ^A	2.18%	2.50%	2.63%	2.79%	2.50%
Supplemental Data						
Net assets, end of period (000 omitted)	\$ 8,262	\$ 8,230	\$ 7,413	\$ 13,530	\$ 24,021	\$ 29,382
Portfolio turnover rate ^G	54% ^A	95%	90%	99%	173%	44%

^AAnnualized ^BTotal returns for periods of less than one year are not annualized. ^CTotal returns do not reflect charges attributable to your insurance company's separate account. Inclusion of these charges would reduce the total returns shown. ^DTotal returns would have been lower had certain expenses not been reduced during the periods shown. ^ECalculated based on average shares outstanding during the period. ^FFees and expenses of the 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. ^GAmount does not include the portfolio activity of any underlying Fidelity Central Funds. ^HExpense 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. ^ITotal distributions of \$.38 per share is comprised of distributions from net investment income of \$.370 and distributions from net realized gain of \$.005 per share.

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

Financial Highlights — Service Class 2

	Six months ended June 30, 2010 (Unaudited)		Years ended December 31,			
	2009	2008	2007	2006	2005	
Selected Per-Share Data						
Net asset value, beginning of period	\$ 12.79	\$ 10.15	\$ 16.34	\$ 15.47	\$ 14.82	\$ 14.64
Income from Investment Operations						
Net investment income (loss) ^E	.10	.23	.32	.39	.39	.34
Net realized and unrealized gain (loss)	(.37)	2.68	(4.67)	1.85	.63	.21
Total from investment operations	(.27)	2.91	(4.35)	2.24	1.02	.55
Distributions from net investment income	(.01)	(.25)	(.33)	(.92)	(.37)	(.37)
Distributions from net realized gain	—	(.02)	(1.51)	(.45)	—	(.01)
Total distributions	(.01)	(.27)	(1.84)	(1.37)	(.37)	(.37) ^I
Net asset value, end of period	\$ 12.51	\$ 12.79	\$ 10.15	\$ 16.34	\$ 15.47	\$ 14.82
Total Return ^{B,C,D}	(2.11)%	28.76%	(28.95)%	15.24%	7.06%	3.85%
Ratios to Average Net Assets ^{F,H}						
Expenses before reductions	.90% ^A	.93%	.90%	.89%	.92%	.90%
Expenses net of fee waivers, if any	.90% ^A	.93%	.90%	.89%	.92%	.90%
Expenses net of all reductions	.89% ^A	.92%	.89%	.89%	.90%	.89%
Net investment income (loss)	1.54% ^A	2.04%	2.36%	2.48%	2.64%	2.34%
Supplemental Data						
Net assets, end of period (000 omitted)	\$ 36,112	\$ 39,475	\$ 37,360	\$ 59,670	\$ 55,585	\$ 51,574
Portfolio turnover rate ^G	54%	95%	90%	99%	173%	44%

^AAnnualized. ^BTotal returns for periods of less than one year are not annualized. ^CTotal returns do not reflect charges attributable to your insurance company's separate account. Inclusion of these charges would reduce the total returns shown. ^DTotal returns would have been lower had certain expenses not been reduced during the periods shown. ^ECalculated based on average shares outstanding during the period. ^FFees and expenses of the 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. ^GAmount does not include the portfolio activity of any underlying Fidelity Central Funds. ^HExpense 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. ^ITotal distributions of \$.37 per share is comprised of distributions from net investment income of \$.365 and distributions from net realized gain of \$.005 per share.

Financial Highlights — Investor Class

	Six months ended June 30, 2010 (Unaudited)		Years ended December 31,			
	2009	2008	2007	2006	2005 ^H	
Selected Per-Share Data						
Net asset value, beginning of period	\$ 12.96	\$ 10.28	\$ 16.53	\$ 15.67	\$ 15.03	\$ 14.63
Income from Investment Operations						
Net investment income (loss) ^E	.11	.25	.34	.42	.42	.16
Net realized and unrealized gain (loss)	(.38)	2.73	(4.72)	1.87	.63	.24
Total from investment operations	(.27)	2.98	(4.38)	2.29	1.05	.40
Distributions from net investment income	(.01)	(.28)	(.36)	(.98)	(.41)	—
Distributions from net realized gain	—	(.02)	(1.51)	(.45)	—	—
Total distributions	(.01)	(.30)	(1.87)	(1.43)	(.41)	—
Net asset value, end of period	\$ 12.68	\$ 12.96	\$ 10.28	\$ 16.53	\$ 15.67	\$ 15.03
Total Return ^{B,C,D}	(2.08)%	29.01%	(28.79)%	15.38%	7.16%	2.73%
Ratios to Average Net Assets ^{F,I}						
Expenses before reductions	.72% ^A	.77%	.73%	.75%	.78%	.82% ^A
Expenses net of fee waivers, if any	.72% ^A	.77%	.73%	.75%	.78%	.82% ^A
Expenses net of all reductions	.71% ^A	.76%	.72%	.74%	.76%	.81% ^A
Net investment income (loss)	1.72% ^A	2.21%	2.53%	2.63%	2.77%	2.52% ^A
Supplemental Data						
Net assets, end of period (000 omitted)	\$ 69,009	\$ 67,641	\$ 51,264	\$ 46,555	\$ 27,092	\$ 9,322
Portfolio turnover rate ^G	54% ^A	95%	90%	99%	173%	44%

^AAnnualized. ^BTotal returns for periods of less than one year are not annualized. ^CTotal returns do not reflect charges attributable to your insurance company's separate account. Inclusion of these charges would reduce the total returns shown. ^DTotal returns would have been lower had certain expenses not been reduced during the periods shown. ^ECalculated based on average shares outstanding during the period. ^FFees and expenses of the 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. ^GAmount does not include the portfolio activity of any underlying Fidelity Central Funds. ^HFor the period July 21, 2005 (commencement of sale of shares) to December 31, 2005. ^IExpense 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. Expense ratios before reductions for start-up periods may not be representative of longer-term operating periods. 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.

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

Notes to Financial Statements

For the period ended June 30, 2010 (Unaudited)

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. Investment income, realized and unrealized capital gains and losses, the common expenses of the Fund, and certain fund-level expense reductions, if any, are allocated 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 also differ by class.

2. Investments in Fidelity Central Funds.

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

Based on their 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
Fidelity Commodity Strategy Central Fund	FMR Co., Inc. (FMRC)	Seeks to provide investment returns that correspond to the performance of the commodities market.	Investment in wholly-owned subsidiary organized under the laws of the Cayman Islands Futures Repurchase Agreements Restricted Securities Swap Agreements
Fidelity Emerging Markets Equity Central Fund	FMRC	Seeks capital appreciation by investing primarily in equity securities of issuers in emerging markets.	Foreign Securities Repurchase Agreements Restricted Securities
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.	Foreign Securities Repurchase Agreements Restricted Securities
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 Repurchase Agreements Restricted Securities
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 Repurchase Agreements Restricted Securities
VIP Investment Grade Central Fund	Fidelity Investments Money Management, Inc. (FIMM)	Seeks a high level of current income by normally investing in investment-grade debt securities and repurchase agreements.	Delayed Delivery & When Issued Securities Repurchase Agreements Restricted Securities Swap Agreements
Fidelity Money Market Central Funds	FIMM	Seeks to obtain a high level of current income consistent with the preservation of capital and liquidity.	Short-term Investments

Notes to Financial Statements (Unaudited) – continued

2. Investments in Fidelity Central Funds – continued

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 each of Fidelity's International and Fixed-Income Central Funds, is available at advisor.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) web site at www.sec.gov. In addition, the financial statements of the Fidelity Central Funds which contain the significant accounting policies (including security valuation policies) of those funds, are available on the SEC web site or upon request.

3. Significant Accounting Policies.

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. The following summarizes the significant accounting policies of the Fund:

Security Valuation. Investments are valued as of 4:00 p.m. Eastern time on the last calendar day of the period. The Fund uses independent pricing services approved by the Board of Trustees to value its investments. When current market prices or quotations are not readily available or reliable, valuations may be determined in good faith in accordance with procedures adopted by the Board of Trustees. Factors used in determining value may include market or security 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 value used for net asset value (NAV) calculation under these procedures may differ from published prices for the same securities.

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)

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 June 30, 2010, as well as a roll forward of Level 3 securities, is included at the end of the Fund's Schedule of Investments. Valuation techniques used to value the Fund's investments by major category are as follows.

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

Debt securities, including restricted securities, are valued based on evaluated prices received from independent pricing services or from dealers who make markets in such securities. For U.S. government and government agency obligations, pricing services utilize matrix pricing which considers yield or price of bonds of comparable quality, coupon, maturity and type as well as dealer supplied prices and are generally 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 Fixed-Income, Equity and Money Market Central Funds are valued at their closing net asset value each business day and are categorized as Level 1 in the hierarchy.

Short-term securities with remaining maturities of sixty days or less for which quotations are not readily available are valued at amortized cost, which approximates value and are categorized as Level 2 in the hierarchy.

When independent prices are unavailable or unreliable, debt securities may be valued utilizing pricing matrices which consider similar factors that would be used by independent pricing services. These are generally categorized as Level 2 in the hierarchy but may be Level 3 depending on the circumstances.

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

3. Significant Accounting Policies – continued

Foreign Currency – continued

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

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

Investment Transactions and Income. For financial reporting purposes, the Fund's investment holdings and NAV include trades executed through the end of the last business day of the period. The NAV per share for processing shareholder transactions is calculated as of the close of business of the New York Stock Exchange (NYSE), normally 4:00 p.m. Eastern time and includes trades executed through the end of the prior business day. Gains and losses on securities sold are determined on the basis of identified cost and may 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. Distributions received on securities that represent a return of capital or capital gain are recorded as a reduction of cost of investments and/or as a realized gain. The Fund estimates the components of distributions received that may be considered return of capital distributions or capital gain distributions. Interest income and distributions from the Fidelity Central Funds are accrued as earned. Interest income includes coupon interest and amortization of premium and accretion of discount on debt securities. Investment income is recorded net of foreign taxes withheld where recovery of such taxes is uncertain.

Expenses. Most expenses of the Trust can be directly attributed to a fund. Expenses which cannot be directly attributed are apportioned amongst each fund in the Trust. Expense estimates are accrued in the period to which they relate and adjustments are made when actual amounts are known.

Deferred Trustee Compensation. Under a Deferred Compensation Plan (the Plan), independent Trustees may elect 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 are included in the accompanying Statement of Assets and Liabilities.

Income Tax Information and Distributions to Shareholders. Each year, the Fund intends to qualify as a regulated investment company by distributing substantially all of its taxable income and realized gains under Subchapter M of the Internal Revenue Code and filing its U.S. federal tax return. As a result, no provision for income taxes is required. A fund's federal tax return is subject to examination by the Internal Revenue Service (IRS) for a period of three years. Foreign taxes are provided for based on the Fund's understanding of the tax rules and rates that exist in the foreign markets in which it invests.

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

Capital accounts within the financial statements are adjusted for permanent book-tax differences. These adjustments have no impact on net assets or the results of operations. Temporary book-tax differences will reverse in a subsequent period.

Book-tax differences are primarily due to the short-term gain distributions from the Fidelity Central Funds, futures transactions, foreign currency transactions, market discount, partnerships (including allocations from Fidelity Central Funds), deferred trustees compensation, capital loss carryforwards and losses deferred due to wash sales.

The federal tax cost of investment securities and unrealized appreciation (depreciation) as of period end were as follows:

Gross unrealized appreciation	\$	121,501,646
Gross unrealized depreciation		(91,210,202)
Net unrealized appreciation (depreciation)	\$	<u>30,291,444</u>
Tax cost	\$	<u>1,246,879,668</u>

4. Operating Policies.

Repurchase Agreements. FMR has received an Exemptive Order from the SEC which permits the Fund and other affiliated entities of FMR to transfer uninvested cash balances into joint trading accounts which are then invested in repurchase agreements. The Fund may also invest directly with institutions in repurchase agreements. Repurchase agreements are collateralized by government or non-government securities. Upon settlement date, collateral is held in segregated accounts with custodian banks and may be obtained in the event of a default of the counterparty. The Fund

Notes to Financial Statements (Unaudited) – continued

4. Operating Policies – continued

Repurchase Agreements – continued

monitors, on a daily basis, the value of the collateral to ensure it is at least equal to the principal amount of the repurchase agreement (including accrued interest). In the event of a default by the counterparty, realization of the collateral proceeds could be delayed, during which time the value of the collateral may decline.

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

5. Derivative Instruments.

Risk Exposures and the Use of Derivative Instruments. The Fund uses derivative instruments (derivatives), including futures contracts in order to meet its investment objectives. The strategy is to use 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 may increase or decrease 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.
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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 sell 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. The Fund's maximum risk of loss from counterparty credit risk is generally the aggregate unrealized appreciation and unpaid counterparty fees in excess of any collateral pledged by the counterparty to the Fund. Counterparty risk related to exchange-traded futures contracts is minimal because of the protection provided by the exchange on which they trade. Risk of loss may exceed the amounts recognized in the Statement of Assets and Liabilities.

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 uses futures contracts to manage its exposure to the stock markets.

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 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). Realized gain or (loss) is recorded upon the expiration or closing of a futures contract.

The underlying face amount at value of open futures contracts at period end, if any, is shown in the Schedule of Investments under the caption "Futures Contracts." This amount reflects each contract's exposure to the underlying instrument at period end and is representative of activity for the period. Securities deposited to meet initial margin requirements are identified in the Schedule of Investments. The receivable and/or payable for the variation margin are reflected in the Statement of Assets and Liabilities.

Certain risks may arise upon entering into futures contracts, including the risk that an illiquid market may limit the ability to close out a futures contract prior to settlement date.

During the period the Fund recognized net realized gain (loss) of \$353,555 and a change in net unrealized appreciation (depreciation) of \$(429,646) related to its investment in futures contracts. These amounts are included in the Statement of Operations.

6. Purchases and Sales of Investments.

Purchases and sales of securities, (including the Equity and Fixed-Income Central Funds) other than short-term securities, aggregated \$342,612,235 and \$425,223,896, respectively.

7. Fees and Other Transactions with Affiliates.

Management Fee. FMR 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 a group fee rate that averaged .26% during the period. The group fee rate is based upon the average net assets of all the mutual funds advised by FMR.

7. Fees and Other Transactions with Affiliates – continued

Management Fee – continued

The group fee rate decreases as assets under management increase and increases as assets under management decrease. For the period, the total annualized management fee rate was .51% of the Fund's average net assets.

The Fund has invested in the Fidelity Commodity Strategy Central Fund, which in turn invests in a wholly-owned subsidiary that invests in commodity-linked derivative instruments. FMR has contractually agreed to waive the Fund's management fee in an amount equal to its proportionate share of the management fee paid to FMR by the subsidiary based on the Fund's proportionate ownership of the Fidelity Commodity Strategy Central Fund. Fees waived totaled \$674 for the period.

Distribution and Service Plan. 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 FMR, 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, each class paid FDC the following amounts, all of which were re-allowed to insurance companies for the distribution of shares and providing shareholder support services:

Service Class	\$	4,293
Service Class 2		48,392
		<u>52,685</u>

Transfer Agent Fees. Fidelity Investments Institutional Operations Company, Inc. (FIIOC), an affiliate of FMR, is the Fund's transfer, dividend disbursing, and shareholder servicing agent. FIIOC receives an asset-based fee with respect to each class. Each class (with the exception of Investor Class) pays a transfer agent fee, excluding out of pocket expenses, equal to an annual rate of .07% of average net assets. Investor Class pays a monthly asset-based transfer agent fee of .15% of average net assets. The total transfer agent fees paid by each class to FIIOC, including out of pocket expenses, were as follows:

Initial Class	\$	422,861
Service Class		3,697
Service Class 2		15,918
Investor Class		55,569
		<u>\$ 498,045</u>

Accounting and Security Lending Fees. Fidelity Service Company, Inc. (FSC), an affiliate of FMR, maintains the Fund's accounting records. The accounting fee is based on the level of average net assets for the 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.

Brokerage Commissions. The Fund placed a portion of its portfolio transactions with brokerage firms which are affiliates of the investment adviser. The commissions paid to these affiliated firms were \$7,570 for the period.

8. Committed Line of Credit.

The Fund participates with other funds managed by FMR in a \$3.75 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 \$2,724 and is reflected in Miscellaneous expenses on the Statement of Operations. During the period, there were no borrowings on this line of credit.

9. Security Lending.

The Fund lends portfolio securities from time to time in order to earn additional income. 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. If the borrower defaults on its obligation to return the securities loaned because of insolvency or other reasons, a fund could experience delays and costs in recovering the securities loaned or in gaining access to the collateral. 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

Notes to Financial Statements (Unaudited) – continued

9. Security Lending – continued

the income earned on investing cash collateral, less fees and expenses associated with the loan, plus any premium payments that may be received on the loan of certain types of securities. Security lending income is presented in the Statement of Operations as a component of income from Fidelity Central Funds. Net income from lending portfolio securities during the period amounted to \$36,196.

10. Expense Reductions.

Many of the brokers with whom FMR places trades on behalf of the Fund provided services to the Fund in addition to trade execution. These services included payments of certain expenses on behalf of the Fund totaling \$67,231 for the period. In addition, through arrangements with the Fund's custodian, credits realized as a result of uninvested cash balances were used to reduce the Fund's expenses. During the period, these credits reduced the Fund's custody expenses by \$9.

11. Distributions to Shareholders.

Distributions to shareholders of each class were as follows:

	Six months ended June 30, 2010	Year ended December 31, 2009
From net investment income		
Initial Class	\$ 947,787	\$ 26,891,577
Service Class	6,344	169,095
Service Class 2	30,150	773,072
Investor Class	53,403	1,391,728
Total	<u>\$ 1,037,684</u>	<u>\$ 29,225,472</u>
From net realized gain		
Initial Class	\$ —	\$ 1,883,866
Service Class	—	12,475
Service Class 2	—	60,915
Investor Class	—	101,388
Total	<u>\$ —</u>	<u>\$ 2,058,644</u>

12. Share Transactions.

Transactions for each class of shares were as follows:

	Shares		Dollars	
	Six months ended June 30, 2010	Year ended December 31, 2009	Six months ended June 30, 2010	Year ended December 31, 2009
Initial Class				
Shares sold	1,505,690	3,094,632	\$ 20,002,979	\$ 36,278,491
Reinvestment of distributions	74,278	2,267,624	947,787	28,775,443
Shares redeemed	(6,560,875)	(15,262,713)	(86,640,653)	(169,609,788)
Net increase (decrease)	<u>(4,980,907)</u>	<u>(9,900,457)</u>	<u>\$ (65,689,887)</u>	<u>\$ (104,555,854)</u>
Service Class				
Shares sold	92,112	165,414	\$ 1,207,979	\$ 1,916,594
Reinvestment of distributions	500	14,416	6,344	181,570
Shares redeemed	(76,070)	(266,270)	(995,406)	(3,042,535)
Net increase (decrease)	<u>16,542</u>	<u>(86,440)</u>	<u>\$ 218,917</u>	<u>\$ (944,371)</u>
Service Class 2				
Shares sold	145,913	781,888	\$ 1,907,573	\$ 9,131,267
Reinvestment of distributions	2,402	66,945	30,150	833,987
Shares redeemed	(347,062)	(1,444,406)	(4,496,198)	(16,443,612)
Net increase (decrease)	<u>(198,747)</u>	<u>(595,573)</u>	<u>\$ (2,558,475)</u>	<u>\$ (6,478,358)</u>
Investor Class				
Shares sold	654,850	1,221,053	\$ 8,653,918	\$ 14,777,890
Reinvestment of distributions	4,198	117,966	53,403	1,493,116
Shares redeemed	(437,309)	(1,106,415)	(5,825,646)	(11,222,767)
Net increase (decrease)	<u>221,739</u>	<u>232,604</u>	<u>\$ 2,881,675</u>	<u>\$ 5,048,239</u>

13. 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, FMR or its affiliates were the owners of record of 30% of the total outstanding shares of the Fund and two otherwise unaffiliated shareholders were the owners of record of 28% of the total outstanding shares of the Fund.

Investment Adviser

Fidelity Management & Research Company
Boston, MA

Investment Sub-Advisers

FMR Co., Inc.
Fidelity Management & Research (U.K.) Inc.
Fidelity Research & Analysis Company
Fidelity Investments Money Management, Inc.
FIL Investments (Japan) Limited
FIL Investment Advisors
FIL Investment Advisors (U.K.) Ltd.
Fidelity Management & Research
(Hong Kong) Limited
Fidelity Management & Research
(Japan) Inc.

General Distributor

Fidelity Distributors Corporation
Boston, MA

Transfer and Service Agents

Fidelity Investments Institutional Operations Company, Inc.
Boston, MA
Fidelity Service Company, Inc.
Boston, MA

Custodian

JPMorgan Chase Bank
New York, NY