

SECURITIES AND EXCHANGE COMMISSION

FORM NSAR-A

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FILER

**FIDELITY CONTRAFUND**

CIK: **24238** | IRS No.: **046056833** | State of Incorporation: **MA** | Fiscal Year End: **1231**  
Type: **NSAR-A** | Act: **40** | File No.: **811-01400** | Film No.: **081049164**

Mailing Address  
82 DEVONSHIRE STREET  
MAIL ZONE Z1C  
BOSTON MA 02109

Business Address  
FIDELITY INVESTMENTS  
COMPANY  
82 DEVONSHIRE STREET  
BOSTON MA 02109  
(617)439-1220

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000 A000000 06/30/2008  
000 C000000 0000024238  
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001 A000000 FIDELITY CONTRAFUND  
001 B000000 811-01400  
001 C000000 6037917481  
002 A000000 82 DEVONSHIRE ST  
002 B000000 BOSTON  
002 C000000 MA  
002 D010000 02109  
003 000000 N  
004 000000 N  
005 000000 N  
006 000000 N  
007 A000000 Y  
007 B000000 2  
007 C010100 1  
007 C020100 Fidelity Contrafund  
007 C030100 N  
007 C010200 2  
007 C020200 Fidelity Advisor New Insights Fund  
007 C030200 N  
008 A00AA01 FIDELITY MANAGEMENT & RESEARCH COMPANY (FMR)  
008 B00AA01 A  
008 C00AA01 801-7884  
008 D01AA01 BOSTON  
008 D02AA01 MA  
008 D03AA01 02109  
008 A00AA02 FMR CO., INC.  
008 B00AA02 S  
008 C00AA02 801-3447  
008 D01AA02 BOSTON  
008 D02AA02 MA  
008 D03AA02 02109  
008 A00AA03 FIDELITY MANAGEMENT & RESEARCH (U.K.), INC.  
008 B00AA03 S  
008 C00AA03 801-28773  
008 D01AA03 LONDON  
008 D05AA03 ENGLAND  
008 A00AA04 FIDELITY RESEARCH & ANALYSIS COMPANY (FRAC)  
008 B00AA04 S  
008 C00AA04 801-28774

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008 B00AA07 S  
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012 A000101 FIDELITY INVESTMENTS INSTIT. OPERATIONS CO.  
012 B000101 84-1839  
012 C010101 BOSTON  
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012 A000201 FIDELITY INVESTMENTS INSTIT. OPERATIONS CO.  
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013 A00AA01 PRICEWATERHOUSECOOPERS LLP  
013 B01AA01 BOSTON  
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014 A00AA01 FIDELITY DISTRIBUTORS CORPORATION  
014 B00AA01 8-8775  
014 A00AA02 FIDELITY BROKERAGE SERVICES LLC  
014 B00AA02 8-23292  
014 A00AA03 NATIONAL FINANCIAL SERVICES LLC  
014 B00AA03 8-26740  
014 A00AA04 FIDELITY INVESTMENTS CANADA LTD.  
014 B00AA04 8-0000  
014 A00AA05 FIDELITY BROKERAGE SERVICES JAPAN LLC  
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015 A00AA01 BROWN BROTHERS HARRIMAN & CO.  
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015 A00AA02 THE BANK OF NEW YORK COMPANY, INC.

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015 A00AA09 ING BANK BELGIUM, SA  
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015 A00AA11 STANBIC BANK BOTSWANA LTD.  
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015 A00AA24 NORDEA BANK FINLAND PLC  
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015 A00AA49 DNB NOR ASA  
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015 C01AA49 OSLO  
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015 B00AA50 S  
015 C01AA50 RUWI  
015 D01AA50 OMAN  
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015 B00AA51 S  
015 C01AA51 KARACHI  
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015 E04AA54 X  
015 A00AA55 BANK POLSKA KASA OPIEKI S.A. (B.K.P.O)  
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015 C01AA55 WARSZAWA  
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015 E04AA55 X  
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015 D01AA56 PORTUGAL  
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015 D01AA57 RUSSIA  
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015 A00AA62 HSBC, SHANGHAI  
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015 A00AA82 BANCO BCT SA  
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015 D01AA88 ICELAND  
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015 D01AA90 ITALY  
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015 A00AA97 SUMITOMO MITSUI BANKING CORPORATION  
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015 B00AA98 S  
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015 E04AA98 X  
015 A00AA99 DEVELOPMENT BANK OF SINGAPORE  
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015 E04AA99 X  
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020 C000001 3521  
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020 C000002 3476  
020 A000003 MERRILL LYNCH & CO., INC.  
020 B000003 13-2740599  
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020 A000004 GOLDMAN SACHS & CO.  
020 B000004 13-5108880  
020 C000004 3010  
020 A000005 MORGAN STANLEY & CO.  
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020 B000006 13-2933198  
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020 A000007 CITIGROUP GLOBAL MARKETS HOLDINGS, INC.  
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020 A000008 JPMORGAN SECURITIES, INC.  
020 B000008 13-3224016  
020 C000008 1773  
020 A000009 DEUTSCHE BANK AG  
020 B000009 36-6843535  
020 C000009 1578  
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022 C000001 10588790  
022 D000001 13772624  
022 A000002 VIP CONTRAFUND PORTFOLIO  
022 B000002 04-3247643  
022 C000002 236176  
022 D000002 150122

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022 B000003 04-3032268  
022 C000003 180109  
022 D000003 180585  
022 A000004 JPMORGAN CHASE & CO.  
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022 A000006 FIDELITY GROWTH & INCOME PORTFOLIO  
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022 D000009 90585  
022 A000010 FIDELITY BALANCED FUND  
022 B000010 04-2935664  
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SIGNATURE KENNETH ROBINS  
TITLE PRESIDENT AND TREASURER

THE COMMONWEALTH OF MASSACHUSETTS

WILLIAM GALVIN

SECRETARY OF THE COMMONWEALTH

STATE HOUSE - BOSTON, MA

AMENDMENT TO THE DECLARATION OF TRUST

We, Kimberley H. Monasterio, President, and Eric D. Roiter, Secretary,  
of

FIDELITY CONTRAFUND

82 DEVONSHIRE STREET

BOSTON, MASSACHUSETTS 02109

hereby certify that, in accordance with ARTICLE XII, SECTION 7 of the Amended and Restated Declaration of Trust of Fidelity Contrafund (dated September 19, 2001), the following Amendment to said Declaration of Trust was duly adopted by a majority shareholder vote at a meeting duly called and held on May 14, 2008, such Amendment being effective as of that date:

VOTED: That the Amended and Restated Declaration of Trust dated September 19, 2001, be and hereby is, amended as follows:

1. That Article VIII, Section 3 of the Amended and Restated Declaration of Trust shall be, and it hereby is, amended to read as follows:

QUORUM AND REQUIRED VOTE

*Section 3.* Except when a higher quorum is required by any provision of this Declaration of Trust or the Bylaws, one-third of Shares entitled to vote in person or by proxy shall be a quorum for the transaction of business at a Shareholders' meeting, except that where any provision of law or of this Declaration of Trust permits or requires that holders of any Series or Class shall vote as a Series or Class then one-third of the aggregate number of Shares of that Series or Class entitled to vote shall be necessary to constitute a quorum for the transaction of business by that Series or Class. Any lesser number shall be sufficient for adjournments. Any adjourned session or sessions may be held, within a reasonable time after the date set for the original meeting, without the necessity of further notice. Except when a larger vote is required by applicable law or by any provision of this Declaration of Trust or the Bylaws, if any, a majority of the Shares voted in person or by proxy shall decide any questions and a plurality shall elect a Trustee, provided that where any provision of law or of this Declaration of Trust permits or requires that the holders of any Series or Class shall vote as a Series or Class, then a majority of the Shares of that Series or Class voted on the matter shall decide that matter insofar as that Series or Class is concerned. Shareholders may act by unanimous written consent. Actions taken by a Series or Class may be consented to unanimously in writing by Shareholders of that Series or Class.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereunto signed our names this 14th day of May, 2008.

/s/Kimberly H. Monasterio /s/Eric D. Roiter

Kimberly H. Monasterio Eric D. Roiter

President

Secretary

**Fidelity Contrafund issued a new class of shares. Class K of Contrafund commenced operations on May 9, 2008.**

A special meeting of the fund's shareholders was held on May 14, 2008. The results of votes taken among shareholders on the proposals before them are reported below. Each vote reported represents one dollar of net asset value held on the record date for the meeting.

**PROPOSAL 1**

To elect a Board of Trustees.<sup>A</sup>

	<b># of Votes</b>	<b>% of Votes</b>
<b>James C. Curvey</b>		
Affirmative	39,846,222,733.67	95.475
Withheld	1,888,670,465.66	4.525
TOTAL	41,734,893,199.33	100.000
<b>Dennis J. Dirks</b>		
Affirmative	39,979,631,301.91	95.794
Withheld	1,755,261,897.42	4.206
TOTAL	41,734,893,199.33	100.000
<b>Edward C. Johnson 3d</b>		
Affirmative	39,780,037,081.16	95.316
Withheld	1,954,856,118.17	4.684

TOTAL	41,734,893,199.33	100.000
<b>Alan J. Lacy</b>		
Affirmative	39,956,311,889.69	95.738
Withheld	1,778,581,309.64	4.262
TOTAL	41,734,893,199.33	100.000
<b>Ned C. Lautenbach</b>		
Affirmative	39,953,914,015.23	95.733
Withheld	1,780,979,184.10	4.267
TOTAL	41,734,893,199.33	100.000
<b>Joseph Mauriello</b>		
Affirmative	39,950,443,870.38	95.724
Withheld	1,784,449,328.95	4.276
TOTAL	41,734,893,199.33	100.000
<b>Cornelia M. Small</b>		
Affirmative	39,962,184,213.65	95.752
Withheld	1,772,708,985.68	4.248
TOTAL	41,734,893,199.33	100.000

**William S. Stavropoulos**

Affirmative	39,840,021,047.17	95.460
Withheld	1,894,872,152.16	4.540
TOTAL	41,734,893,199.33	100.000

**David M. Thomas**

Affirmative	39,964,931,571.22	95.759
Withheld	1,769,961,628.11	4.241
TOTAL	41,734,893,199.33	100.000

**Michael E. Wiley**

Affirmative	39,953,080,715.70	95.731
Withheld	1,781,812,483.63	4.269
TOTAL	41,734,893,199.33	100.000

**PROPOSAL 2**

To amend the Declaration of Trust to reduce the required quorum for future shareholder meetings.<sup>A</sup>

Affirmative	27,037,561,266.55	64.784
Against	7,285,785,439.60	17.457
Abstain	1,777,270,912.26	4.259

Broker		
Non-Votes	5,634,275,580.92	13.500
TOTAL	41,734,893,199.33	100.000

**PROPOSAL 3**

A shareholder proposal concerning "oversight procedures to screen out investments in companies that, in the judgement of the Board, substantially contribute to genocide, patterns of extraordinary and egregious violations of human rights, or crimes against humanity."

The fund did not achieve quorum with respect to this proposal, and therefore no action was taken at the meeting and subsequent adjournments. Because sufficient votes in favor of the proposal were not received, on June 18, 2008, the proxies in their discretion determined not to adjourn the meeting further on this item.

<sup>A</sup> *Denotes trust-wide proposal and voting results.*



## Multiple Class of Shares Plan

for

### Fidelity Funds with Retail, Retirement and/or Advisor Classes

Dated April 17, 2008

This Amended and Restated Multiple Class of Shares Plan (the "Plan"), when effective in accordance with its provisions, shall be the written plan contemplated by Rule 18f-3 under the Investment Company Act of 1940 (the "1940 Act") for the portfolios (each, a "Fund") of the respective Fidelity Trusts (each, a "Trust") as listed on Schedule I to this Plan. For purposes of the Plan, the term Fidelity Advisor Fund includes any Fidelity fund that offers Advisor classes of shares.

1. Classes Offered. Each Fund may offer up to seven classes of its shares: Class A, Class T, Class B, Class C, Institutional Class, Class K, and a retail class.
2. Distribution and Shareholder Service Fees. Distribution fees and/or shareholder service fees shall be calculated and paid in accordance with the terms of the then-effective plan pursuant to Rule 12b-1 under the 1940 Act for the applicable class. Distribution and shareholder service fees currently authorized are as set forth in Schedule I to this Plan.
3. Conversion Privileges. After a maximum holding period of seven years from the initial date of purchase, Class B shares convert automatically to Class A shares of the same Fund. Simultaneously, a portion of the Class B shares purchased through the reinvestment of Class B dividends or capital gains distributions ("Dividend Shares") will also convert to Class A shares. The portion of Dividend Shares that will convert at that time is determined by the ratio of converting Class B non-Dividend Shares held by a shareholder to that shareholder's total Class B non-Dividend Shares.

Retail class shares will be converted into Class K shares of the same Fund if Class K is offered as an investment option under an employer-sponsored retirement plan ("Retirement Plan"). If a Retirement Plan is no longer eligible to offer Class K, Class K shares will be converted into retail class shares of the same Fund. Any conversion from Class K to retail class will be preceded by written notice to the investor.

All conversions pursuant to this paragraph 3 shall be made on the basis of the relative net asset values of the two classes, without the imposition of any sales load, fee, or other charge.

4. Exchange Privileges. Exchanges are subject to minimum investment limitations and other eligibility requirements of the applicable class of shares of each fund.

Class A: Shares of Class A may be exchanged for shares of (i) any other Fidelity Advisor Fund: Class A; (ii) Treasury Fund - Daily Money Class; (iii) Prime Fund - Daily Money Class; and (iv) Tax-Exempt Fund - Daily Money Class.

Class T: Shares of Class T may be exchanged for shares of (i) any other Fidelity Advisor Fund: Class T; (ii) Treasury Fund - Daily Money Class; (iii) Prime Fund - Daily Money Class; and (iv) Tax-Exempt Fund - Daily Money Class.

Class B: Shares of Class B may be exchanged for shares of (i) any other Fidelity Advisor Fund: Class B; and (ii) Treasury Fund - Advisor B Class.

Class C: Shares of Class C may be exchanged for shares of (i) any other Fidelity Advisor Fund: Class C; and (ii) Treasury Fund - Advisor C Class.

Institutional Class: Shares of Institutional Class may be exchanged for shares of (i) any other Fidelity Advisor Fund: Institutional Class; and (ii) any Fidelity Retail Fund offering an exchange privilege to other Fidelity Retail Funds.

Class K: Shares of Class K may be exchanged for shares of any class of a Fidelity Fund available through an investor's Retirement Plan.

A Retail Class: A retail class of a Fidelity Advisor Fund or a Fidelity Retail Fund may be exchanged for (i) shares of any Fidelity Retail Fund or class offering an exchange privilege to other Fidelity Retail Funds or classes, or (ii) if held through a Retirement Plan, shares of any class of a Fidelity Fund available through an investor's Retirement Plan.

Fidelity Mortgage Securities Fund: Shares of Fidelity Mortgage Securities Fund may be exchanged for shares of (i) Institutional Class of the same fund; and (ii) any Fidelity Retail Fund offering an exchange privilege to other Fidelity Retail Funds.

5. Allocations. Income, gain, loss and expenses shall be allocated under this Plan as follows:

A. Class Expenses: The following expenses shall be allocated exclusively to the applicable specific class of shares: (i) distribution and shareholder service fees; and (ii) transfer agent fees.

B. Fund Income, Gain, Loss and Expenses: Income, gain, loss and expenses not allocated to specific classes as specified above shall be charged to the Fund and allocated daily to each class of an equity fund in a manner consistent with Rule 18f-3(c)(1)(i) and of a fixed-income and money market fund in a manner consistent with Rule 18f-3(c)(1)(iii). As necessary to limit class net asset value per share divergences and ensure that the annualized rates of return of the classes generally differ only to the extent of the expense differentials among the classes, dilution caused by share purchases and redemptions, booking of trades, and accrual of expenses based on prior-day net assets shall be allocated to each class based on relative net assets.

6. Voting Rights. Each class of shares governed by this Plan (i) shall have exclusive voting rights on any matter submitted to shareholders that relates solely to its arrangement; and (ii) shall have separate voting rights on any matter submitted to shareholders in which the interests of one class differ from the interests of any other class.

7. Effective Date of Plan. This Plan shall become effective upon approval by a vote of at least a majority of the Trustees of the Trust, and a majority of the Trustees of the Trust who are not "interested persons" of the Trust, which vote shall have found that this Plan as proposed to be adopted, including expense allocations, is in the best interests of each class individually and of the Fund as a whole; or upon such other date as the Trustees shall determine.

8. Amendment of Plan. Any material amendment to this Plan shall become effective upon approval by a vote of at least a majority of the Trustees of the Trust, and a majority of the Trustees of the Trust who are not "interested persons" of the Trust, which vote shall have found that this Plan as proposed to be amended, including expense allocations, is in the best interests of each class individually and of the Fund as a whole; or upon such other date as the Trustees shall determine.

9. Severability. If any provision of this Plan shall be held or made invalid by a court decision, statute, rule or otherwise, the remainder of the Plan shall not be affected thereby.

10. Limitation of Liability. Consistent with the limitation of shareholder liability as set forth in each Trust's Declaration of Trust or other organizational document, any obligations assumed by any Fund or class thereof, and any agreements related to this Plan shall be limited in all cases to the relevant Fund and its assets, or class and its assets, as the case may be, and shall not constitute obligations of any other Fund or class of shares. All persons having any claim

against a Fund, or any class thereof, arising in connection with this Plan, are expressly put on notice of such limitation of shareholder liability, and agree that any such claim shall be limited in all cases to the relevant Fund and its assets, or class and its assets, as the case may be, and such person shall not seek satisfaction of any such obligation from the shareholders or any shareholder of the Trust, class or Fund; nor shall such person seek satisfaction of any such obligation from the Trustees or any individual Trustee of the Trust.