

SECURITIES AND EXCHANGE COMMISSION

FORM 24F-2NT

Registration of securities by certain investment companies. Declaration of election Rule 24f-2 notice.

Filing Date: **1995-02-22** | Period of Report: **1994-12-31**
SEC Accession No. **0000729218-95-000002**

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FILER

FIDELITY ADVISOR SERIES 8

CIK: **729218** | IRS No.: **042778701** | State of Incorpor.: **MA** | Fiscal Year End: **0930**
Type: **24F-2NT** | Act: **33** | File No.: **002-86711** | Film No.: **95514010**

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SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

"Rule 24f-2 Notice"

Advisor Series VIII

(Name of Registrant)

File No. 2-86711

</PAGE>

FILE NO. 2-86711

Advisor Series VIII
: Advisor Strategic Opportunities

RULE 24F-2 - FILED PURSUANT TO RULE

24f-2(b) (1) OF THE INVESTMENT COMPANY ACT OF 1940

(i) Fiscal Year for Which Notice Filed

Fiscal year ended December 31, 1994

(ii) Number of Securities Which Remained Unsold at Beginning of Fiscal Year
Registered Other Than Pursuant to Rule 24f-2

No shares

(iii) Number of Securities Registered During Fiscal Year Other Than Pursuant
to Rule 24f-2

No shares

(iv) Number of Securities Sold During Fiscal Year

2,024,250 shares

For information relating to the calculation of the filing fee,
see Note (1) below.

(v) Number of Securities Sold During Fiscal Year Pursuant to Rule 24f-2
2,024,250 shares

<TABLE>

<CAPTION>

Number of Shares

Aggregate Price

<S>

<C>

<C>

Sales Pursuant to Rule 24f-2:

2,024,250

\$

39,589,219

Redemptions:

(1,324,691)

\$

(25,571,494)

Net Sales Pursuant to Rule 24f-2:

699,559

\$

14,017,725

</TABLE>

Note (1) : Pursuant to Rule 24f-2(c), the filing fee, calculated in the manner specified in Section 6(b) of the Securities Act of 1933, amounted to: \$4,833.73

Advisor Series VIII

:

Advisor Strategic Opportunities

By John H. Costello

Assistant Treasurer

</PAGE>

FILE NO. 2-86711

Advisor Series VIII

: Advisor Emerging Markets Income

RULE 24F-2 - FILED PURSUANT TO RULE

24f-2(b)(1) OF THE INVESTMENT COMPANY ACT OF 1940

(i) Fiscal Year for Which Notice Filed

Fiscal year ended December 31, 1994

(ii) Number of Securities Which Remained Unsold at Beginning of Fiscal Year Registered Other Than Pursuant to Rule 24f-2

No shares

(iii) Number of Securities Registered During Fiscal Year Other Than Pursuant to Rule 24f-2

No shares

(iv) Number of Securities Sold During Fiscal Year

6,245,079 shares

For information relating to the calculation of the filing fee,
see Note (1) below.

(v) Number of Securities Sold During Fiscal Year Pursuant to Rule 24f-2

6,245,079 shares

<TABLE>

<CAPTION>

Number of Shares

Aggregate Price

<S>

<C>

<C>

Sales Pursuant to Rule 24f-2:

6,245,079

\$

66,312,324

Redemptions:

(2,782,314)

\$

(28,615,875)

Net Sales Pursuant to Rule 24f-2:

3,462,765

\$

37,696,449

</TABLE>

Note (1) : Pursuant to Rule 24f-2(c), the filing fee, calculated in the manner specified in Section 6(b) of the Securities Act of 1933, amounted to: \$12,998.87

Advisor Series VIII

:

Advisor Emerging Markets Income

By John H. Costello

Assistant Treasurer

</PAGE>

FILE NO. 2-86711

Advisor Series VIII

: Advisor Strategic Income

RULE 24F-2 - FILED PURSUANT TO RULE

24f-2(b)(1) OF THE INVESTMENT COMPANY ACT OF 1940

(i) Fiscal Year for Which Notice Filed

Fiscal year ended December 31, 1994

(ii) Number of Securities Which Remained Unsold at Beginning of Fiscal Year Registered Other Than Pursuant to Rule 24f-2

No shares

(iii) Number of Securities Registered During Fiscal Year Other Than Pursuant to Rule 24f-2

No shares

(iv) Number of Securities Sold During Fiscal Year

2,072,782 shares

For information relating to the calculation of the filing fee,
see Note (1) below.

(v) Number of Securities Sold During Fiscal Year Pursuant to Rule 24f-2

2,072,782 shares

<TABLE>

<CAPTION>

Number of Shares

Aggregate Price

<S>

<C>

<C>

Sales Pursuant to Rule 24f-2:

2,072,782

\$

20,945,409

Redemptions:

(57,918)

\$

(597,966)

Net Sales Pursuant to Rule 24f-2:

2,014,864

\$

20,347,443

</TABLE>

Note (1) : Pursuant to Rule 24f-2(c), the filing fee, calculated in the manner specified in Section 6(b) of the Securities Act of 1933, amounted to: \$7,016.41

Advisor Series VIII

:

Advisor Strategic Income

By John H. Costello

Assistant Treasurer

</PAGE>

February 15, 1995

Mr. John H. Costello, Assistant Treasurer
Fidelity Advisor Series VIII (the Trust)
82 Devonshire Street
Boston, Massachusetts 02109

Dear Mr. Costello:

Fidelity Advisor Series VIII is a Massachusetts business trust initially created as Fidelity Special Situations Fund, under the written Declaration of Trust dated September 22, 1983. The name of the Trust was changed to Fidelity Advisor Series VIII by majority vote of the Trustees on April 15, 1993. An amendment and restatement to the Declaration of Trust was filed with the office of the Secretary of the Commonwealth on October 1, 1986, and amended on July 15, 1993. Supplements to the Declaration of Trust were executed on November 16, 1984, and November 26, 1990, and were filed with the office of the Secretary of the Commonwealth on November 20, 1984, and November 30, 1990, respectively,

I have conducted such legal and factual inquiry as I have deemed necessary for the purpose of rendering this opinion.

Under Article III, Section 1, of the Declaration of Trust, the beneficial interest in the Trust shall be divided into such transferable shares of one or more separate and distinct series as the Trustees shall from time to time create and establish. The number of shares is unlimited and each share shall be without par value and shall be fully paid and non-assessable. Said section provides that the Trustees shall have full power and authority, in their sole discretion and, so far as provided in the Declaration of Trust, without obtaining any prior authorization or vote of the shareholders of the Trust to create and establish (and to change in any manner) shares into one or more series of shares, to abolish any one or more series of shares, and to take such other action with respect to the shares as the Trustees may deem desirable.

Under Article III, Section 4, the Trustees are empowered to accept investments in the Trust in cash or securities from investments in the Trust, subsequent to the initial contribution of capital, shall be credited to the shareholder's account in the form of full shares of the Trust at the net asset value per share next determined after the

investment is received; provided, however, that the Trustees may, in their sole discretion, (a) impose a sales charge upon investments in the Trust, and (b) issue fractional shares.

By a vote adopted on September 13, 1984, and amended on February 22, 1985, the Board of Trustees authorized the issue and sale of an unlimited number of shares of beneficial interest of this Trust in accordance with the terms included in the Registration Statement and subject to the limitations of the Declaration of Trust and any amendments thereto.

I understand from you that, pursuant to Rule 24f-2 under the Investment Company Act of 1940, the Trust has registered an indefinite number of shares under the Securities Act of 1933. I further understand that, pursuant to the provisions of Rule 24f-2, the Trust is about to file with the Securities and Exchange Commission a notice making definite the registration of 10,342,109 shares of the Trust sold in reliance upon Rule 24f-2 during the fiscal year ended December 31, 1994 (the "Shares").

I am of the opinion that all necessary Trust action precedent to the issue of the Shares has been duly taken, and that all the Shares were legally and validly issued, and are fully paid and non-assessable, except as described in the Statements of Additional Information under the heading "Description of the Trust." In rendering this opinion, I rely on the representation by the Trust that it or its agent received consideration for the Shares in accordance with the Declaration of Trust, and I express no opinion as to compliance with the Securities Act of 1933, the Investment Company Act of 1940, or applicable state "Blue Sky" or securities laws in connection with the sale of Shares.

I hereby consent to the filing of this opinion with the Securities and Exchange Commission in connection with a Rule 24f-2 Notice which you are about to file under the 1940 Act with said Commission.

Very truly yours,

/s/Arthur S. Loring
Arthur S. Loring, Esq.
Vice President - Legal

ASL/ees

enclosure
Mr. John H. Costello
February 15, 1995
Page 3

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