

SECURITIES AND EXCHANGE COMMISSION

FORM 24F-2NT

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

Filing Date: **1994-01-19** | Period of Report: **1993-11-30**
SEC Accession No. **0000707823-94-000001**

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FILER

FIDELITY MT VERNON STREET TRUST

CIK: **707823** | IRS No.: **042778701** | State of Incorpor.: **MA** | Fiscal Year End: **1130**
Type: **24F-2NT** | Act: **33** | File No.: **002-79755** | Film No.: **94501831**

Mailing Address
*82 DEVONSHIRE STREET
MAIL ZONE ZZ2
BOSTON MA 02109*

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*82 DEVONSHIRE ST
BOSTON MA 02109
6174391706*

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

"Rule 24f-2 Notice"

Fidelity Mt. Vernon Street Trust

(Name of Registrant)

File No. 2-79755

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FILE NO. 2-79755

Fidelity Mt. Vernon Street Trust
: Fidelity Emerging Growth Fund

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 November 30, 1993

(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

12,313,050 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

12,313,050 shares

<TABLE>

<CAPTION>

Number of Shares

Aggregate Price

<S>

<C>

<C>

Sales Pursuant to Rule 24f-2:

12,313,050

\$

226,923,371

Redemptions See Note (2) :

(12,313,050)

\$

(226,923,371)

Note (2) : The total number of shares redeemed for the total dollar amount of
redemptions for the fiscal period ended November 30, 1993

, aggregated

17,491,439

and \$313,667,592

, respectively. An additional filing

pursuant to Rule 24e-2 can be made to register a number of shares

that will include the share redemptions not utilized under Rule 24f-2.

Net Sales Pursuant to Rule 24f-2:

0

\$

0

</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: \$0

Fidelity Mt. Vernon Street Trust

:

Fidelity Emerging Growth Fund

By John H. Costello

Assistant Treasurer

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FILE NO. 2-79755

Fidelity Mt. Vernon Street Trust

: Fidelity Growth Company Fund

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 November 30, 1993

(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

59,882,303 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

59,882,303 shares

<TABLE>

<CAPTION>

Number of Shares

Aggregate Price

<S>

<C>

<C>

Sales Pursuant to Rule 24f-2:

59,882,303

\$

1,748,848,938

Redemptions:

(46,640,584)

\$

(1,356,341,836)

Net Sales Pursuant to Rule 24f-2:

13,241,719

\$

392,507,102

</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: \$135,348.22

Fidelity Mt. Vernon Street Trust

:

Fidelity Growth Company Fund

By John H. Costello

Assistant Treasurer

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FILE NO. 2-79755

Fidelity Mt. Vernon Street Trust

: Fidelity New Millenium Fund

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 November 30, 1993

(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

37,507,976 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

37,507,976 shares

<TABLE>

<CAPTION>

Number of Shares

Aggregate Price

<S>

<C>

<C>

Sales Pursuant to Rule 24f-2:

37,507,976

\$

417,244,609

Redemptions:

(16,276,361)

\$

(184,985,120)

Net Sales Pursuant to Rule 24f-2:

21,231,615

\$

232,259,489

</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: \$80,090.04

Fidelity Mt. Vernon Street Trust

:

Fidelity New Millenium Fund

By John H. Costello

Assistant Treasurer

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January 19, 1994

Mr. John Costello, Assistant Treasurer
Fidelity Mt. Vernon Street Trust (the trust)
82 Devonshire Street
Boston, MA 02109

Dear Mr. Costello:

Fidelity Mt. Vernon Street Trust (the trust) is a Massachusetts business trust created under the name Fidelity Emerging Growth Fund under a written Declaration of Trust dated October 12, 1982, executed and delivered in Boston, Massachusetts. The trust's name was changed to Fidelity Growth Stock Fund by a supplement to the Declaration of Trust dated December 17, 1982, filed with the Secretary of the Commonwealth of Massachusetts on December 28, 1982. Its name was further changed to Fidelity Mercury Fund by a supplement to the Declaration of Trust dated and filed with the Secretary of the Commonwealth of Massachusetts on January 28, 1983. The trust's name was changed to Fidelity Growth Company Fund by a vote of shareholders on July 23, 1986, and an Amended and Restated Declaration of Trust was filed with the Secretary of the Commonwealth of Massachusetts on August 20, 1986. A supplement to the Declaration of Trust was filed with the Secretary of the Commonwealth of Massachusetts on December 11, 1989. The trust's name was changed to Fidelity Mount Vernon Street Trust by a supplement to the Declaration of Trust which was adopted December 13, 1990 and filed with the Secretary of the Commonwealth of Massachusetts on January 11, 1991. The trust's name was changed to Fidelity Mt. Vernon Street Trust by an amended and restated supplement to the Declaration of Trust filed with the Secretary of the Commonwealth of Massachusetts on January 31, 1991.

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 nonassessable. The Trustees shall have full power and authority, in their sole discretion and without obtaining any prior authorization or vote of the Shareholders of the trust to create and establish (and to change in any manner) Shares with such preferences, voting powers, rights and privileges as the Trustees may from time to time determine, to divide or combine the Shares into a greater or lesser number, to classify or reclassify any issued 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 shall accept investments in the trust from such persons and on such terms as they may from time to time authorize. Such investments may be in the form of cash or securities in which the appropriate Series is authorized to invest, valued as provided in Article X, Section 3. After the date of the initial contribution of capital, the number of Shares to represent the initial contribution may in the Trustees' discretion be considered as outstanding and the amount received by the Trustees on account of the contribution shall be treated as an asset of the trust. Subsequent investments in the trust shall be credited to each Shareholder's account in the form of full Shares 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 October 12, 1982, and amended on February 22, 1985, the Board of Trustees authorized the issue and sale, from time to time, of an unlimited number of shares of beneficial interest of this trust in accordance with the terms included in the then current Prospectus and Statement of Additional Information 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 of beneficial interest under the Securities Act of 1933. I further understand that, pursuant to the provisions of Rule 24f-2, the trust intends to file with the Securities and Exchange Commission a Notice making definite the registration of 109,703,329 shares of the trust (the "Shares") sold in reliance upon Rule 24f-2 during the fiscal year ended November 30, 1993.

I am of the opinion that all necessary trust action precedent to the issue of Shares, has been duly taken, and that all Shares were legally and validly issued, and are fully paid and nonassessable except as described in the Statement of Additional Information under the heading "Shareholder and Trustee Liability." 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 trust's 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 sales of the 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.

Sincerely,

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