

SECURITIES AND EXCHANGE COMMISSION

FORM NSAR-B

Annual report for management companies filed on Form N-SAR

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FILER

FIDELITY CONTRAFUND

CIK: **24238** | IRS No.: **000000000** | Fiscal Year End: **1231**
Type: **NSAR-B** | Act: **40** | File No.: **811-01400** | Film No.: **13659244**

Mailing Address
*82 DEVONSHIRE STREET
BOSTON MA 02109*

Business Address
*82 DEVONSHIRE STREET
BOSTON MA 02109
617-563-7000*

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PAGE 19

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PAGE 20

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086 E020000 0

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SIGNATURE KENNETH B. ROBINS

TITLE PRESIDENT AND TREASURER

| | | | |
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| Exhibit 77Q1 - Additional Items | | | |
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| Item 15 | | | |
| Brown Brothers Harriman & Co. | | | |
| Global Subcustodian Network | | | |
| | | | |
| Market | Subcustodian | Zip Code | City / Country |
| Australia | HSBC Bank Australia Limited | 2000 | Sydney / Australia |
| Austria | Deutsche Bank AG Vienna Branch | 1010 | Vienna / Austria |
| Bahrain | HSBC Bank Middle East Limited, Bahrain Branch | 428 | Manama / Bahrain |
| Bangladesh | Standard Chartered Bank, Bangladesh Branch | 1000 | Dhaka / Bangladesh |
| Belgium | BNP Paribas Securities Services, Paris Branch | 93500 | Brussels / Belgium |
| Bermuda | HSBC Bank Bermuda Limited | HM11 | Hamilton / Bermuda |
| Botswana | Stanbic Bank Botswana N/A Ltd | Not Applicable | Gaborone / Botswana |
| Brazil | Citibank N.A., São Paulo | 01311-920 | Sao Paulo / Brazil |
| Bulgaria | ING Bank, N.V., Sofia Branch | 1404 | Sofia / Bulgaria |
| Canada | RBC Investor Services Limited | M5V 3L3 | Toronto / Canada |
| Chile | Banco de Chile | 7550611 | Santiago / Chile |
| China | Standard Chartered Bank (China) Limited | 200120 | Shanghai / China |
| Colombia | Cititrust Colombia, S.A. Sociedad Fiduciaria | Not Applicable | Bogota / Colombia |
| Cyprus | BNP Paribas Securities Services, Athens Branch | 115 28 | Athens / Greece |
| Czech Republic | Citibank Europe plc | 158 02 | Praha / Czech Republic |
| Denmark | Skandinaviska Enskilda Banken AB (publ) | DK-1014 | Copenhagen / Denmark |
| Egypt | Citibank, N.A., Cairo Branch | 11511 | Cairo / Egypt |
| Estonia | Swedbank AS | FI-00020 NORDEA | Tallinn / Finland |
| Finland | Nordea Bank Finland Plc | FI-00020 NORDEA | Helsinki / Finland |
| France | BNP Paribas Securities Services S.A., Paris Branch | 93500 | Paris / France |
| Germany | Deutsche Bank AG, Frankfurt | D-65760 | Frankfurt / Germany |
| Ghana | Standard Chartered Bank Ghana Limited | 00233 | Accra / Ghana |
| Greece | HSBC Bank Plc, Athens Branch | 11526 | Athens / Greece |
| Hong Kong | Hongkong & Shanghai Banking Corporation (HSBC) | Not Applicable | Central / Hong Kong |
| Hungary | UniCredit Bank Hungary ZRT | HU-1054 | Budapest / Hungary |
| India | Citibank, N.A., Mumbai Branch | 400 051 | Mumbai / India |
| | Hongkong & Shanghai Banking Corporation (HSBC), India Branch | 400 0057 | Mumbai / India |

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|---------------------|--|----------------|-----------------------------|
| Indonesia | Citibank, N.A., Jakarta Branch | 12190 | Jakarta / Indonesia |
| Ireland | Citibank N.A., London Branch | E14 5LB | London / UK |
| Israel | Bank Hapoalim BM | 66883 | Tel Aviv / Israel |
| Italy | BNP Paribas Securities Services, Milan Branch | 20123 | Milan / Italy |
| Japan | Bank of Tokyo-Mitsubishi UFJ Ltd | 103-0021 | Tokyo / Japan |
| Jordan | HSBC Bank Middle East Limited, Jordan Branch | 11190 | Western Amman / Jordan |
| Kenya | CfC Stanbic Bank Ltd | 00200 | Nairobi / Kenya |
| Lebanon | HSBC Bank Middle East Limited, Lebanon Branch | Not Applicable | Beirut / Lebanon |
| Luxembourg | KBL European Private Bankers S.A. | L-2955 | Luxembourg |
| Malaysia | Standard Chartered Bank Malaysia Berhad | 50250 | Kuala Lumpur / Malaysia |
| Mauritius | Hongkong & Shanghai Banking Corporation (HSBC), Mauritius Branch | Not Applicable | Port Louis / Mauritius |
| Mexico | Banco Nacional de Mexico, S.A. (Banamex) | 1210 | Mexico City / Mexico |
| Morocco | Citibank Maghreb | 20190 | Casablanca / Morocco |
| Namibia | Standard Bank Namibia Limited | Not Applicable | Windhoek / Namibia |
| Netherlands | BNP Paribas Securities Services, Paris Branch | 93500 | Amsterdam / Netherlands |
| New Zealand | Hongkong & Shanghai Banking Corporation (HSBC), New Zealand Branch | 1010 | Auckland / New Zealand |
| Nigeria | Stanbic IBTC Bank Plc | 101007 | Lagos / Nigeria |
| Norway | Nordea Bank Norge ASA | NO-0107 | Oslo / Norway |
| Oman | HSBC Bank Oman Saog | PC 112 | Ruwi / Oman |
| Pakistan | Standard Chartered Bank (Pakistan) Limited | 74000 | Karachi / Pakistan |
| Peru | Citibank del Peru S.A. | 27 | Lima / Peru |
| Philippines | Standard Chartered Bank, Philippines Branch | 1200 | Manila / Philippines |
| | Hongkong & Shanghai Banking Corporation (HSBC), Philippine Branch | 1634 | Manila / Philippines |
| Poland | Bank Handlowy w Warszawie SA | 00-923 | Warsaw / Poland |
| Portugal | BNP Paribas Securities Services S.A., Paris Branch | 93500 | Paris / France |
| Romania | ING Bank N.V., Bucharest Branch | 11745 | Bucharest / Romania |
| Russia | ZAO Citibank | 125047 | Moscow / Russia |
| Singapore | Standard Chartered Bank, Singapore branch | 18981 | Singapore |
| Slovakia | ING Bank NV, Bratislava Branch | 811 02 | Bratislava / Slovakia |
| Slovenia | UniCredit Banka Slovenija d.d. | SI-1000 | Ljubljana / Slovenia |
| South Africa | Standard Bank of South Africa Limited | 2001 | Johannesburg / South Africa |
| South Korea | Citibank Korea Inc. | 100-180 | Seoul / South Korea |
| Spain | Société Générale Sucursal en España S.A. | 28016 | Madrid / Spain |
| Sri Lanka | Hongkong & Shanghai Banking Corporation (HSBC), Sri Lanka Branch | Not Applicable | Colombo / Sri Lanka |

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| Swaziland | Standard Bank Swaziland | Not Applicable | Mbabane / Swaziland |
| Sweden | Skandinaviska Enskilda Banken AB (publ) | SE-106 40 | Stockholm / Sweden |
| Switzerland | UBS AG | CH-8098 | Zurich / Switzerland |
| Taiwan | Standard Chartered Bank (Taiwan) Ltd. | 105 | Taipei / Taiwan |
| Thailand | Hongkong & Shanghai Banking Corporation (HSBC), Thailand Branch | 10500 | Bangkok / Thailand |
| Transnational | Brown Brothers Harriman & Co. | 10005-1101 | Boston, MA / New York, NY |
| Turkey | Citibank Anonim Sirkiti | 34394 | Istanbul / Turkey |
| United Arab Emirates (ADX, DFM and NASDAQ Dubai) | HSBC Bank Middle East Limited | 337-1500 | Dubai / UAE |
| United Kingdom | HSBC Bank Plc | E14 5HQ | London / UK |
| Uruguay | Banco Itaú Uruguay S.A. | 11000 | Montevideo / Uruguay |
| Venezuela | Citibank, N.A., Caracas Branch | 1050 | Caracas / Venezuela |
| Zambia | Stanbic Bank Zambia Ltd. | 10101 | Lusaka / Zambia |
| Zimbabwe | Stanbic Bank Zimbabwe Limited | Not Applicable | Harare / Zimbabwe |

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
ON INTERNAL CONTROL REQUIRED BY FORM N-SAR

To the Board of Trustees and Shareholders of Fidelity Contrafund:

In planning and performing our audit of the financial statements of Fidelity Contrafund: Fidelity Advisor New Insights Fund as of and for the year ended December 31, 2012, in accordance with the standards of the Public Company Accounting Oversight Board (United States), we considered the Trust's internal control over financial reporting, including controls over safeguarding securities, as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements and to comply with the requirements of Form N-SAR, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Trust's internal control over financial reporting.

The management of the Trust is responsible for establishing and maintaining effective internal control over financial reporting. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls. A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Trust are being made only in accordance with authorizations of management and trustees of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of a Trust's assets that could have a material effect on the financial statements.

Because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A deficiency in internal control over financial reporting exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Trust's annual or interim financial statements will not be prevented or detected on a timely basis.

Our consideration of the Trust's internal control over financial reporting was for the limited purpose described in the first paragraph and would not necessarily disclose all deficiencies in internal control over financial reporting that might be material weaknesses under standards established by the Public Company Accounting Oversight Board (United States). However, we noted no deficiencies in the Trust's internal control over financial reporting and its operation, including controls over safeguarding securities that we consider to be material weaknesses as defined above as of December 31, 2012.

This report is intended solely for the information and use of management and the Board of Trustees of Fidelity Contrafund and the Securities and Exchange Commission and is not intended to be and should not be used by anyone other than these specified parties.

/s/ PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP
February 15, 2013
Boston, MA

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
ON INTERNAL CONTROL REQUIRED BY FORM N-SAR

To the Board of Trustees and Shareholders of Fidelity Contrafund:

In planning and performing our audit of the financial statements of Fidelity Contrafund: Fidelity Contrafund as of and for the year ended December 31, 2012, in accordance with the standards of the Public Company Accounting Oversight Board (United States), we considered the Trust's internal control over financial reporting, including controls over safeguarding securities, as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements and to comply with the requirements of Form N-SAR, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Trust's internal control over financial reporting.

The management of the Trust is responsible for establishing and maintaining effective internal control over financial reporting. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls. A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Trust are being made only in accordance with authorizations of management and trustees of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of a Trust's assets that could have a material effect on the financial statements.

Because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A deficiency in internal control over financial reporting exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Trust's annual or interim financial statements will not be prevented or detected on a timely basis.

Our consideration of the Trust's internal control over financial reporting was for the limited purpose described in the first paragraph and would not necessarily disclose all deficiencies in internal control over financial reporting that might be material weaknesses under standards established by the Public Company Accounting Oversight Board (United States). However, we noted no deficiencies in the Trust's internal control over financial reporting and its operation, including controls over safeguarding securities that we consider to be material weaknesses as defined above as of December 31, 2012.

This report is intended solely for the information and use of management and the Board of Trustees of Fidelity Contrafund and the Securities and Exchange Commission and is not intended to be and should not be used by anyone other than these specified parties.

/s/ PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP
February 11, 2013
Boston, MA

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
ON INTERNAL CONTROL REQUIRED BY FORM N-SAR

To the Board of Trustees and Shareholders of Fidelity Contrafund:

In planning and performing our audit of the financial statements of Fidelity Contrafund: Fidelity Series Opportunistic Insights Fund and Fidelity Advisor Series Opportunistic Insights Fund as of and for the year ended December 31, 2012, in accordance with the standards of the Public Company Accounting Oversight Board (United States), we considered the Trust's internal control over financial reporting, including controls over safeguarding securities, as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements and to comply with the requirements of Form N-SAR, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Trust's internal control over financial reporting.

The management of the Trust is responsible for establishing and maintaining effective internal control over financial reporting. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls. A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Trust are being made only in accordance with authorizations of management and trustees of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of a Trust's assets that could have a material effect on the financial statements.

Because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A deficiency in internal control over financial reporting exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Trust's annual or interim financial statements will not be prevented or detected on a timely basis.

Our consideration of the Trust's internal control over financial reporting was for the limited purpose described in the first paragraph and would not necessarily disclose all deficiencies in internal control over financial reporting that might be material weaknesses under standards established by the Public Company Accounting Oversight Board (United States). However, we noted no deficiencies in the Trust's internal control over financial reporting and its operation, including controls over safeguarding securities that we consider to be material weaknesses as defined above as of December 31, 2012.

This report is intended solely for the information and use of management and the Board of Trustees of Fidelity Contrafund and the Securities and Exchange Commission and is not intended to be and should not be used by anyone other than these specified parties.

/s/ PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP
February 19, 2013

Boston, MA