Part I Reporting Issuer

1 Issuer's name
Fidelity Devonshire Trust: Fidelity Mid Cap Growth Fund

3 Name of contact for additional information
Jonathan Davis

6 Number and street (or P.O. box if mail is not delivered to street address) of contact
82 Devonshire Street (mail zone V10F)

8 Date of action
13/11/13

9 Classification and description
Multiple classes of shares issued by a single mutual fund/regulated investment company

Boston, MA 02109

2 Issuer's employer identification number (EIN)
04-3588307

4 Telephone No. of contact
(617) 392-2468

5 Email address of contact
jonathan.davis@fmr.com

7 City, town, or post office, state, and Zip code of contact

Part II Organizational Action
Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action
On January 11, 2013, the Fidelity Devonshire Trust: Fidelity Mid Cap Growth Fund (the 'Acquired Fund') merged into the Fidelity Advisor Series I: Fidelity Advisor Stock Selector Mid Cap Fund (the 'Acquiring Fund') in a tax-free reorganization. The reorganization comprised: (i) the transfer of all of the assets of the Acquired Fund to the Acquiring Fund in exchange for Acquiring Fund shares and the assumption by the Acquiring Fund of the Acquired Fund's liabilities; and (ii) the distribution of those Acquiring Fund shares by the Acquired Fund pro rata to its shareholders in complete liquidation and termination of the Acquired Fund. As a result of this reorganization, Acquired Fund shareholders of all classes surrendered their Acquired Fund shares in exchange for Acquiring Fund shares of the corresponding class equal in value to the net asset value of the Acquired Fund shares surrendered (as of January 11, 2013). See Attachment for more information.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis
See Attachment

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates
See Attachment

For Paperwork Reduction Act Notice, see the separate Instructions.
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based:
IRC sections 368(a), 354(a) and 385(a).
Treas. Reg. section 1.358-2

18 Can any resulting loss be recognized? 
No loss can be recognized as a result of this event.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year: None

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature: [Signature]
Date: 2-19-13

Print your name: Jonathan Davis
Title: Assistant Treasurer

Paid Preparer Use Only
Print/Type preparer's name Preparer's signature Date Check self-employed PTIN

Firm's name: 
Firm's address: 
Firm's EIN: 
Phone no.: 

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054
Attachment – Form 8937 Lines 10, 12, 14, 15, 16

Merger Details

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NAVs shown are as of immediately prior to the merger.

Merger Ratio is the number of Acquiring Fund shares received per one Acquired Fund share surrendered.

Effect on Basis

In General. Each shareholder has an aggregate basis in Acquiring Fund shares received in the merger equal to the aggregate basis of that shareholder's Acquired Fund shares surrendered in the merger.

Average Basis Shareholders. For a shareholder using the average basis method, his/her basis immediately following the merger in a particular Acquiring Fund share received in the merger equals his/her aggregate basis in that class of shares (including the basis carried over from the Acquired Fund shares of the corresponding class surrendered in the merger) divided by his/her total number of shares owned of that class.

Non-Average Basis Shareholders.

For a shareholder who does not use the average basis method but had the same basis in each of his/her Acquired Fund shares of the same class immediately prior to the merger (i.e., because his/her Acquired Fund shares of that class were purchased at a single price in a single transaction), the basis of each Acquiring Fund:

- Class A share received is equal to 177.139760% of the basis of each Acquired Fund Class A share surrendered.
- Class B share received is equal to 172.464343% of the basis of each Acquired Fund Class B share surrendered.
- Class C share received is equal to 172.396256% of the basis of each Acquired Fund Class C share surrendered.
- Class T share received is equal to 180.878273% of the basis of each Acquired Fund Class T share surrendered.
- Institutional Class share received is equal to 182.190845% of the basis of each Acquired Fund Institutional Class share surrendered.
- Class F share received is equal to 182.301446% of the basis of each Acquired Fund Class F share surrendered.

A shareholder who did not have the same basis in each of his/her Acquired Fund shares of a particular class determines the basis of each of his/her Acquiring Fund shares received in accordance with Treas. Reg. section 1.358-2.

Shareholders should consult IRS Publication 550 and their tax advisors for more information.