

May 1, 2009

# American Century Investments Prospectus

VP Mid Cap Value Fund

*The Securities and Exchange Commission  
has not approved or disapproved these  
securities or passed upon the  
adequacy of this prospectus.  
Any representation to  
the contrary is a  
criminal offense.*

American Century Investment  
Services, Inc., Distributor



American Century  
Investments®



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► *This symbol is used throughout the book to highlight definitions of key investment terms and to provide other helpful information.*

# An Overview of the Fund

## What are the fund's investment objectives?

The fund seeks long-term capital growth. Income is a secondary objective.

## What are the fund's primary investment strategies and principal risks?

In selecting stocks for the fund, the portfolio managers look for companies whose stock price may not reflect the company's value. The managers attempt to purchase the stocks of these undervalued companies and hold each stock until the price has increased to, or is higher than, a level the managers believe more accurately reflects the fair value of the company.

Under normal market conditions, the portfolio managers will invest at least 80% of the fund's assets in medium size companies. The portfolio managers consider medium size companies to include those whose market capitalization at the time of purchase is within the capitalization range of the Russell 3000<sup>®</sup> Index, excluding the largest 100 such companies. The portfolio managers intend to manage the fund so that its weighted capitalization falls within the capitalization range of the members of the Russell Midcap<sup>®</sup> Index.

The fund's principal risks include

- **Mid Cap Stocks** – The mid-sized companies in which the fund invests may present greater opportunities for capital growth than larger companies, but also may be more volatile and present greater risks.
- **Style Risk** – If the market does not consider the individual stocks purchased by the fund to be undervalued, the value of the fund's shares may decline, even if stock prices generally are rising.
- **Foreign Securities** – The fund may invest in foreign securities, which may be riskier than investing in U.S. securities.
- **High Turnover** – The fund's *portfolio turnover* may be high. This could result in relatively high commission costs, which could hurt the fund's performance.

► *Portfolio turnover is a measure of how frequently a fund buys and sells portfolio securities.*

- **IPO Risk** – The fund's performance may be affected by investments in initial public offerings.
- **Market Risk** – The value of the fund's shares will go up and down based on the performance of the companies whose securities it owns and other factors generally affecting the securities market.
- **Price Volatility** – The value of the fund's shares may fluctuate significantly in the short term.
- **Principal Loss** – At any given time your shares may be worth less than the price you paid for them. In other words, it is possible to lose money by investing in the fund.

A more detailed description of the fund's investment strategies and risks may be found under the heading *Objectives, Strategies and Risks*, which begins on page 6.

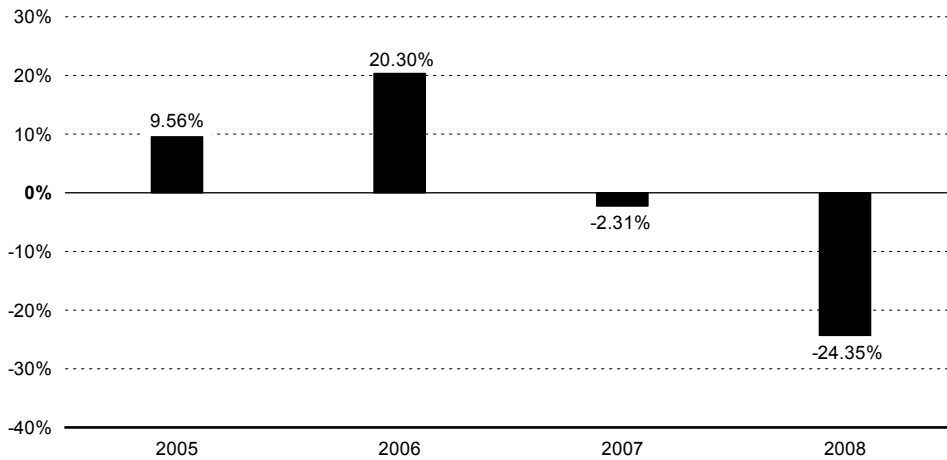
► *An investment in the fund is not a bank deposit, and it is not insured or guaranteed by the Federal Deposit Insurance Corporation (FDIC) or any other government agency.*

# Fund Performance History

## Annual Total Returns

The following bar chart shows the performance of the fund's Class I shares for each full calendar year in the life of the class. It indicates the volatility of the fund's historical returns from year to year. Fees associated with your variable annuity or variable life insurance contract are not reflected in the chart below. Had they been included, returns presented below would have been lower. The returns of the fund's other class will differ from those shown in the chart, depending on the expenses of that class.

### Class I



The highest and lowest quarterly returns for the periods reflected in the bar chart are:

|                  | <i>Highest</i>  | <i>Lowest</i>     |
|------------------|-----------------|-------------------|
| VP Mid Cap Value | 8.58% (4Q 2006) | -18.91% (4Q 2008) |

## Average Annual Total Returns

The following tables show the average annual total returns of the fund's classes for the periods indicated.

The benchmark is an unmanaged index that has no operating costs and is included in each table for performance comparison. The Russell Midcap<sup>®</sup> Value Index measures the performance of those Russell Midcap<sup>®</sup> Index companies (the 800 smallest of the 1,000 largest publicly traded U.S. companies, based on total market capitalization) with lower price-to-book ratios and lower forecasted growth values.

## Class I

| <i>For the calendar year ended December 31, 2008</i>   | <i>1 year</i> | <i>Life of Class<sup>(1)</sup></i> |
|--|---------------|------------------------------------|
| <b>VP Mid Cap Value</b>  | -24.35%       | 0.34%                              |
| Russell Midcap <sup>®</sup> Value Index<br>(reflects no deduction for fees, expenses or taxes) | -38.44%       | -3.80% <sup>(2)</sup>              |

<sup>1</sup> The inception date for Class I is December 1, 2004.

<sup>2</sup> Since November 30, 2004, the date closest to the class's inception date for which data is available.

## Class II

| <i>For the calendar year ended December 31, 2008</i>   | <i>1 year</i> | <i>Life of Class<sup>(1)</sup></i> |
|--|---------------|------------------------------------|
| <b>VP Mid Cap Value</b>  | -24.51%       | 2.04%                              |
| Russell Midcap <sup>®</sup> Value Index<br>(reflects no deduction for fees, expenses or taxes) | -38.44%       | -2.21%                             |

<sup>1</sup> The inception date for Class II is October 29, 2004.

Performance information is designed to help you see how fund returns can vary. Keep in mind that past performance does not predict how the fund will perform in the future.

# Fees and Expenses

The following table describes the fees and expenses you may pay if you buy and hold shares of the fund. It only includes fees and expenses of the fund; it does not include the fees and expenses associated with your variable annuity or variable life insurance contract. Had they been included, fees and expenses presented below would have been higher.

## Annual Fund Operating Expenses (expenses that are deducted from fund assets)

|          | Management Fee <sup>(1)</sup> | Distribution and Service (12b-1) Fees <sup>(2)</sup> | Other Expenses <sup>(3)</sup> | Total Annual Fund Operating Expenses |
|----------|-------------------------------|--|-------------------------------|--------------------------------------|
| Class I  | 1.00%                         | None   | 0.01%                         | 1.01%                                |
| Class II | 0.90%                         | 0.25%  | 0.01%                         | 1.16%                                |

<sup>1</sup> The fund pays the advisor a single, unified management fee for arranging all services necessary for the fund to operate. For more information about the unified management fee, see The Investment Advisor under Management.

<sup>2</sup> The 12b-1 fee is used to compensate insurance companies for distribution and other shareholder services. For more information, see Multiple Class Information and Rule 12b-1 Fees, page 14.

<sup>3</sup> Other expenses include the fees and expenses of the fund's independent directors and their legal counsel, interest, and, if applicable, acquired fund fees and expenses.

## Example

The examples in the table below are intended to help you compare the costs of investing in the fund with the costs of investing in other mutual funds. They do not include fees and expenses associated with your variable annuity or variable life insurance contract. Had they been included, fees and expenses would have been higher. Of course, your actual costs may be higher or lower. Assuming you . . .

- invest \$10,000 in the fund
- redeem all of your shares at the end of the periods shown below
- earn a 5% return each year
- incur the same operating expenses as shown above

. . . your cost of investing in the fund would be:

|          | 1 year | 3 years | 5 years | 10 years |
|----------|--------|---------|---------|----------|
| Class I  | \$103  | \$322   | \$559   | \$1,236  |
| Class II | \$118  | \$369   | \$639   | \$1,409  |

# Objectives, Strategies and Risks

## What are the fund's investment objectives?

The fund seeks long-term capital growth. Income is a secondary objective.

## How does the fund pursue its investment objectives?

Under normal market conditions, the portfolio managers will invest at least 80% of the fund's assets in *equity securities* of medium size companies. The fund may change this 80% policy only upon 60 days' prior written notice to shareholders. The portfolio managers consider medium size companies to include those whose market capitalization at the time of purchase is within the capitalization range of the Russell 3000<sup>®</sup> Index, excluding the largest 100 such companies. Though market capitalization may change from time to time, as of February 28, 2009, the capitalization range of the Russell 3000<sup>®</sup> Index, excluding the largest 100 such companies, was approximately \$3.2 million to \$16.5 billion. The portfolio managers intend to manage the fund so that its weighted capitalization falls within the capitalization range of the members of the Russell Midcap<sup>®</sup> Index.

► *Equity securities include common stock, preferred stock, and equity-equivalent securities, such as securities convertible into common stock, stock futures contracts or stock index futures contracts.*

The portfolio managers look for stocks of companies that they believe are undervalued at the time of purchase. The managers use a value investment strategy that looks for companies that are temporarily out of favor in the market. The managers attempt to purchase the stocks of these undervalued companies and hold each stock until it has returned to favor in the market and the price has increased to, or is higher than a level the managers believe more accurately reflects the fair value of the company.

Companies may be undervalued due to market declines, poor economic conditions, actual or anticipated bad news regarding the issuer or its industry, or because they have been overlooked by the market. To identify these companies, the portfolio managers look for companies with earnings, cash flows and/or assets that may not accurately reflect the companies' value as determined by the portfolio managers. The managers also may consider whether the companies' securities have a favorable income-paying history and whether income payments are expected to continue or increase.

The portfolio managers may sell stocks from the fund's portfolio if they believe:

- a stock no longer meets their valuation criteria;
- a stock's risk parameters outweigh its return opportunity;
- more attractive alternatives are identified; or
- specific events alter a stock's prospects.

Futures contracts, a type of derivative security, can help the fund's cash assets remain liquid while performing more like stocks. The fund has a policy governing futures contracts and similar derivative securities to help manage the risk of these types of investments. A complete description of the derivatives policy is included in the statement of additional information.

When the managers believe it is prudent, the fund may invest a portion of its assets in foreign securities, options, debt securities of companies, debt obligations of governments and their agencies, and other similar securities.

In the event of exceptional market or economic conditions, the fund may, as a temporary defensive measure, invest all or a substantial portion of its assets in cash, cash-equivalent securities, or short-term debt securities. To the extent the fund assumes a defensive position it will not be pursuing its objective of capital growth.

A description of the policies and procedures with respect to the disclosure of the fund's portfolio securities is available in the statement of additional information.

## **What are the principal risks of investing in the fund?**

Mid-cap stocks may involve greater risks because the value of securities of medium size, less well-known companies can be more volatile than that of relatively larger companies and can react differently to company, political, market and economic developments than the market as a whole and other types of stocks.

If the market does not consider the individual stocks purchased by the fund to be undervalued, the value of the fund's shares may not rise as high as other funds and may in fact decline, even if stock prices generally are increasing.

Market performance tends to be cyclical, and, in the various cycles, certain investment styles may fall in and out of favor. If the market is not favoring a fund's style, the fund's gains may not be as big as, or its losses may be bigger than, other equity funds using different investment styles.

The fund's portfolio turnover may be high. This could result in relatively high commission costs, which could hurt the fund's performance.

Although the portfolio managers intend to invest the fund's assets primarily in U.S. securities, the fund may invest in foreign securities. Foreign investment involves additional risks, including fluctuations in currency exchange rates, less stable political and economic structures, reduced availability of public information, and lack of uniform financial reporting and regulatory practices similar to those that apply in the United States. These factors make investing in foreign securities generally riskier than investing in U.S. securities.

The fund's performance also may be affected by investments in initial public offerings (IPOs). The impact of IPOs on a fund's performance depends on the strength of the IPO market and the size of the fund. IPOs may have less impact on the fund's performance as its assets grow.

The value of the fund's shares depends on the value of the stocks and other securities it owns. The value of the individual securities the fund owns will go up and down depending on the performance of the companies that issued them, general market and economic conditions and investor confidence.

At any given time your shares may be worth less than the price you paid for them. In other words, it is possible to lose money by investing in the fund.

The fund is offered only to insurance companies for the purpose of offering the fund as an investment option under variable annuity or variable life insurance contracts. Although the fund does not foresee any disadvantages to contract owners due to the fact that it offers its shares as an investment medium for both variable annuity and variable life products, the interests of various contract owners participating in the fund might, at some time, be in conflict due to future differences in tax treatment of variable products or other considerations. Consequently, the fund's Board of Directors will monitor events in order to identify any material irreconcilable conflicts that may possibly arise and to determine what action, if any, should be taken in response to such conflicts. If a conflict were to occur, an insurance company separate account might be required to withdraw its investments in the fund, and the fund might be forced to sell securities at disadvantageous prices to redeem such investments.

# Management

## Who manages the fund?

The Board of Directors, investment advisor and fund management team play key roles in the management of the fund.

## The Board of Directors

The Board of Directors oversees the management of the fund and meets at least quarterly to review reports about fund operations. Although the Board of Directors does not manage the fund, it has hired an investment advisor to do so. More than three-fourths of the directors are independent of the fund's advisor; that is, they have never been employed by and have no financial interest in the advisor or any of its affiliated companies (other than as shareholders of American Century Investments funds).

## The Investment Advisor

The fund's investment advisor is American Century Investment Management, Inc. (the advisor). The advisor has been managing mutual funds since 1958 and is headquartered at 4500 Main Street, Kansas City, Missouri 64111.

The advisor is responsible for managing the investment portfolios of the fund and directing the purchase and sale of its investment securities. The advisor also arranges for transfer agency, custody and all other services necessary for the fund to operate.

For the services it provides to the fund, the advisor receives a unified management fee based on a percentage of the daily net assets of each class of shares of the fund. The management fee is calculated daily and paid monthly in arrears. Out of the fund's fee, the advisor pays all expenses of managing and operating the fund except brokerage expenses, taxes, interest, fees and expenses of the independent directors (including legal counsel fees), and extraordinary expenses. A portion of the fund's management fee may be paid by the fund's advisor to unaffiliated third parties who provide recordkeeping and administrative services that would otherwise be performed by an affiliate of the advisor.

*Management Fees Paid by the Fund to the Advisor  
as a Percentage of Average Net Assets for the  
Fiscal Year Ended December 31, 2008*

|                  | <i>Class I</i> | <i>Class II</i> |
|------------------|----------------|-----------------|
| VP Mid Cap Value | 1.00%          | 0.90%           |

A discussion regarding the basis for the Board of Directors' approval of the fund's investment advisory agreement with the advisor is available in the fund's report to shareholders dated June 30, 2008.

## The Fund Management Team

The advisor uses teams of portfolio managers and analysts to manage funds. The teams meet regularly to review portfolio holdings and discuss purchase and sale activity. Team members buy and sell securities for a fund as they see fit, guided by the fund's investment objective and strategy.

The portfolio managers on the investment team who are jointly and primarily responsible for the day-to-day management of the fund are identified below.

### **Phillip N. Davidson**

Mr. Davidson, Chief Investment Officer Value Equity, Senior Vice President and Senior Portfolio Manager, has been a member of the team that manages the fund since its inception. Prior to joining American Century Investments in 1993 as a portfolio manager, he spent 11 years at Boatmen's Trust Company in St. Louis and served as vice president and portfolio manager responsible for institutional value equity clients. He has a bachelor's degree in finance and an MBA from Illinois State University. He is a CFA charterholder.

### **Michael Liss**

Mr. Liss, Vice President and Portfolio Manager, has been a member of the team that manages the fund since its inception. He joined American Century Investments in 1998. He became a portfolio manager in 2004. He has a bachelor's degree in accounting and finance from Albright College and an MBA in finance from Indiana University. He is a CFA charterholder.

### **Kevin Toney**

Mr. Toney, Vice President and Portfolio Manager, has been a member of the team that manages the fund since its inception. He joined American Century Investments in 1999 as an investment analyst and became a portfolio manager in 2006. He has a bachelor's degree from the University of Virginia and an MBA from The Wharton School at the University of Pennsylvania. He is a CFA charterholder.

The statement of additional information provides additional information about the accounts managed by the portfolio managers, the structure of their compensation and their ownership of fund securities.

## Fund Performance

VP Mid Cap Value has the same management team and investment policies as another fund in the American Century Investments family of funds. The fees and expenses of the funds are expected to be similar, and they will be managed with substantially the same investment objective and strategies. Notwithstanding these general similarities, this fund and the retail fund are separate mutual funds that will have different investment performance. Differences in cash flows into the two funds, the size of their portfolios and specific investments held by the two funds, as well as the additional expenses of the insurance product, will cause performance to differ.

Please consult the separate account prospectus for a description of the insurance product through which the fund is offered and its associated fees.

## Fundamental Investment Policies

Fundamental investment policies contained in the statement of additional information and the investment objectives of the fund may not be changed without shareholder approval. The Board of Directors and/or the advisor may change any other policies and investment strategies.

## Fees and Expenses

The fees and expenses set forth herein are those of the fund only; for the fees and expenses associated with your variable annuity or variable life insurance contract, please consult your insurance product prospectus.

Because this fund is offered as an investment option under certain types of insurance contracts, the insurance company offering the fund performs recordkeeping and administrative services for fund shareholders that would otherwise be performed by American Century Investments' transfer agent. In some circumstances, the advisor will pay the insurance company a fee for performing those services. Also, the advisor or the fund's distributor may make payments to insurance companies for various additional services, other expenses and/or the insurance companies' distribution of the fund out of their profits or other available sources. Such payments may be made for one or more of the following: (1) distribution, which may include expenses incurred by insurance companies for their sales activities with respect to the fund, such as preparing, printing and distributing sales literature and advertising materials and compensating registered representatives or other employees of such insurance companies for their sales activities, as well as the opportunity for the fund to be made available by such insurance companies; (2) shareholder services, such as providing individual and custom investment advisory services to clients of the insurance companies; and (3) marketing and promotional services, including business planning assistance, educating personnel about the fund, and sponsorship of sales meetings, which may include covering costs of providing speakers, meals and other entertainment. The distributor may sponsor seminars and conferences designed to educate insurance companies about the fund and may cover the expenses associated with attendance at such meetings, including travel costs. These payments and activities are intended to provide an incentive to insurance companies to sell the fund by educating them about the fund and helping defray the costs associated with offering the fund. The amount of any payments described by this paragraph is determined by the advisor or the distributor, and all such amounts are paid out of the available assets of the advisor and distributor, and not by you or the fund. As a result, the total expense ratio of the fund will not be affected by any such payments.

# Share Price, Distributions and Taxes

## Purchase and Redemption of Shares

For instructions on how to purchase and redeem shares, read the prospectus of your insurance company separate account. Your order will be priced at the net asset value next determined after your request is received in the form required by the insurance company separate account. There are no sales commissions or redemption charges. However, certain sales or deferred sales charges and other charges may apply to the variable annuity or life insurance contracts. Those charges are disclosed in the separate account prospectus.

We reserve the right to pay part or all of the proceeds for certain large redemptions in readily marketable securities instead of cash. A description of the requirements for large redemptions is included in the statement of additional information.

## Abusive Trading Practices

Short-term trading and other so-called market timing practices are not defined or explicitly prohibited by any federal or state law. However, short-term trading and other abusive trading practices may disrupt portfolio management strategies and harm fund performance. If the cumulative amount of short-term trading activity is significant relative to a fund's net assets, the fund may incur trading costs that are higher than necessary as securities are first purchased then quickly sold to meet the redemption request. In such case, the fund's performance could be negatively impacted by the increased trading costs created by short-term trading if the additional trading costs are significant.

Because of the potentially harmful effects of abusive trading practices, the fund's Board of Directors has approved American Century Investments' abusive trading policies and procedures, which are designed to reduce the frequency and effect of these activities in our funds. These policies and procedures include monitoring trading activity, imposing trading restrictions on certain accounts, imposing redemption fees on certain funds, and using fair value pricing when current market prices are not readily available. Although these efforts are designed to discourage abusive trading practices, they cannot eliminate the possibility that such activity will occur. American Century Investments seeks to exercise its judgment in implementing these tools to the best of its ability in a manner that it believes is consistent with shareholder interests.

American Century Investments' policies do not permit us to enter into arrangements with fund shareholders that permit such shareholders to engage in frequent purchases and redemptions of fund shares. American Century Investments monitors aggregate trades placed in insurance company separate accounts and works with each insurance company to identify investors engaging in abusive trading practices and impose restrictions to discourage such practices. Because American Century Investments relies on each insurance company to provide information and impose restrictions, our ability to monitor and discourage abusive trading may be dependent on the insurance company's timely performance of such duties.

## Modifying or Canceling an Investment

Investment instructions are irrevocable. That means that once you have mailed or otherwise transmitted your investment instruction, you may not modify or cancel it. The fund reserves the right to suspend the offering of shares for a period of time, and to reject any specific investment (including a purchase by exchange). Additionally, we may refuse a purchase if, in our judgment, it is of a size that would disrupt the management of the fund.

## Right to Change Policies

We reserve the right to change any stated investment requirement, including those that relate to purchases, exchanges and redemptions. We also may alter, add or discontinue any service or privilege. Changes may affect all investors or only those in certain classes or groups. In addition, from time to time we may waive a policy on a case-by-case basis, as the advisor deems appropriate.

## Share Price

American Century Investments will price the fund shares you purchase, exchange or redeem at the net asset value (NAV) next determined after your order is received and accepted by the fund's transfer agent, or other financial intermediary with the authority to accept orders on the fund's behalf. We determine the NAV of each fund as of the close of regular trading (usually 4 p.m. Eastern time) on the New York Stock Exchange (NYSE) on each day the NYSE is open. On days when the NYSE is closed (including certain U.S. national holidays), we do not calculate the NAV. A fund's NAV is the current value of the fund's assets, minus any liabilities, divided by the number of shares outstanding.

The fund values portfolio securities for which market quotations are readily available at their market price. As a general rule, equity securities listed on a U.S. exchange are valued at the last current reported sale price as of the time of valuation. Securities listed on the NASDAQ National Market System (Nasdaq) are valued at the Nasdaq Official Closing Price (NOCP), as determined by Nasdaq, or lacking an NOCP, at the last current reported sale price as of the time of valuation. The fund may use pricing services to assist in the determination of market value. Unlisted securities for which market quotations are readily available are valued at the last quoted sale price or the last quoted ask price, as applicable, except that debt obligations with 60 days or less remaining until maturity may be valued at amortized cost. Exchange-traded options, futures and options on futures are valued at the settlement price as determined by the appropriate clearing corporation.

If the fund determines that the market price for a portfolio security is not readily available or that the valuation methods mentioned above do not reflect the security's fair value, such security is valued as determined in good faith by the fund's board or its designee, in accordance with procedures adopted by the fund's board. Circumstances that may cause the fund to use alternate procedures to value a security include, but are not limited to:

- if, after the close of the foreign exchange on which a portfolio security is principally traded, but before the close of the NYSE, an event occurs that may materially affect the value of the security;
- a debt security has been declared in default; or
- trading in a security has been halted during the trading day.

If such circumstances occur, the fund will fair value the security if the fair valuation would materially impact the fund's NAV. While fair value determinations involve judgments that are inherently subjective, these determinations are made in good faith in accordance with procedures adopted by the fund's board.

The effect of using fair value determinations is that the fund's NAV will be based, to some degree, on security valuations that the board or its designee believes are fair rather than being solely determined by the market.

With respect to any portion of the fund's assets that are invested in one or more open-end management investment companies that are registered with the SEC (known as registered investment companies, or RICs), the fund's NAV will be calculated based upon the NAVs of such RICs. These RICs are required by law to explain the circumstances under which they will use fair value pricing and the effects of using fair value pricing in their prospectuses.

Securities and other assets quoted in foreign currencies are valued in U.S. dollars based on the prevailing exchange rates on that day.

Trading of securities in foreign markets may not take place every day the NYSE is open. Also, trading in some foreign markets and on some electronic trading networks may take place on weekends or holidays when the fund's NAV is not calculated. So, the value of the fund's portfolio may be affected on days when you will not be able to purchase, exchange or redeem fund shares.

## Distributions

Federal tax laws require the fund to make distributions to its shareholders in order to qualify as a regulated investment company. Qualification as a regulated investment company means the fund should not be subject to state or federal income tax on amounts distributed. The distributions generally consist of dividends and interest received by the fund, as well as *capital gains* realized by the fund on the sale of its investment securities. The fund pays distributions of substantially all of its income quarterly. Distributions from realized capital gains, if any, are paid once a year in March. The fund may make more frequent distributions, if necessary, to comply with Internal Revenue Code provisions.

► *Capital gains are increases in the values of capital assets, such as stock, from the time the assets are purchased.*

You will participate in fund distributions, when they are declared, starting on the next business day after your purchase is effective. For example, if you purchase shares on a day that a distribution is declared, you will not receive that distribution. If you redeem shares, you will receive any distribution declared on the day you redeem. If you redeem all shares, we will include any distributions received with your redemption proceeds. All distributions from the fund will be invested in additional shares.

Provided that all shareholders agree, the fund may utilize the consent dividend provision of Internal Revenue Code Section 565 which treats the income earned by the fund as distributed to the shareholders as of the end of the taxable year.

## Taxes

Consult the prospectus of your insurance company separate account for a discussion of the tax status of your variable contract.

## Multiple Class Information

American Century Investments offers the following classes of shares of the fund: Class I and Class II. All classes are offered exclusively to insurance companies to fund their obligations under the variable annuity and variable life contracts purchased by their clients.

Class I and Class II shares have different fees and expenses. The difference in the fee structures between the classes is the result of their separate arrangements for distribution services. It is not the result of any difference in advisory or custodial fees or other expenses related to the management of the fund's assets, which do not vary by class. Different fees and expenses will affect performance.

Except as described below, all classes of shares of the fund have identical voting, dividend, liquidation and other rights, preferences, terms and conditions. The only differences between the classes are (a) each class may be subject to different expenses specific to that class; (b) each class has a different identifying designation or name; (c) each class has exclusive voting rights with respect to matters solely affecting that class; and (d) each class may have different exchange privileges.

### Rule 12b-1 Fees

Investment Company Act Rule 12b-1 permits mutual funds that adopt a written plan to pay certain expenses associated with the distribution of their shares out of fund assets. The fund's Class II shares have a 12b-1 plan. Under the plan, the fund's Class II pays the distributor an annual fee of 0.25% of Class II average net assets for distribution services, including past distribution services. The distributor pays all or a portion of such fees to the insurance companies that make Class II shares available. Because these fees are used to pay for services that are not related to prospective sales of the fund, the class will continue to make payments under its plan even if it is closed to new investors. Because these fees are paid out of the fund's assets on an ongoing basis, over time these fees will increase the cost of your investment and may cost you more than paying other types of sales charges. For additional information about the plan and its terms, see *Multiple Class Structure* in the statement of additional information.

# Financial Highlights

## Understanding the Financial Highlights

The tables on the next few pages itemize what contributed to the changes in share price during the most recently ended fiscal year. They also show the changes in share price for this period in comparison to changes over the last five fiscal years (or a shorter period if the share class is not five years old).

On a per-share basis, each table includes as appropriate

- share price at the beginning of the period
- investment income and capital gains or losses
- distributions of income and capital gains paid to investors
- share price at the end of the period

Each table also includes some key statistics for the period as appropriate

- **Total Return** – the overall percentage of return of the fund, assuming the reinvestment of all distributions
- **Expense Ratio** – the operating expenses of the fund as a percentage of average net assets
- **Net Income Ratio** – the net investment income of the fund as a percentage of average net assets
- **Portfolio Turnover** – the percentage of the fund's investment portfolio that is replaced during the period

The Financial Highlights that follow have been audited by Deloitte & Touche LLP. Their Report of Independent Registered Public Accounting Firm and the financial statements and financial highlights are included in the fund's annual report, which is available upon request.

# VP Mid Cap Value Fund

## Class I

**For a Share Outstanding Throughout the Years Ended December 31 (except as noted)**

|   | 2008            | 2007           | 2006          | 2005         | 2004 <sup>(1)</sup>  |
|---|-----------------|----------------|---------------|--------------|----------------------|
| <b>Per-Share Data</b>                                       |                 |                |               |              |                      |
| Net Asset Value, Beginning of Period                        | \$12.94         | \$13.49        | \$11.70       | \$11.21      | \$10.80              |
| Income From Investment Operations                           |                 |                |               |              |                      |
| Net Investment Income (Loss) <sup>(2)</sup>                 | 0.23            | 0.18           | 0.19          | 0.20         | — <sup>(3)</sup>     |
| Net Realized and Unrealized Gain (Loss)                     | (3.38)          | (0.48)         | 2.16          | 0.86         | 0.44                 |
| Total From Investment Operations                            | (3.15)          | (0.30)         | 2.35          | 1.06         | 0.44                 |
| Distributions   |                 |                |               |              |                      |
| From Net Investment Income                                  | (0.01)          | (0.10)         | (0.08)        | (0.10)       | (0.03)               |
| From Net Realized Gains                                     | —               | (0.15)         | (0.48)        | (0.47)       | —                    |
| Total Distributions   | (0.01)          | (0.25)         | (0.56)        | (0.57)       | (0.03)               |
| Net Asset Value, End of Period                              | \$9.78          | \$12.94        | \$13.49       | \$11.70      | \$11.21              |
| <b>Total Return<sup>(4)</sup></b>                           | <b>(24.35)%</b> | <b>(2.31)%</b> | <b>20.30%</b> | <b>9.56%</b> | <b>4.08%</b>         |
| <b>Ratios/Supplemental Data</b>                             |                 |                |               |              |                      |
| Ratio of Operating Expenses to Average Net Assets           | 1.01%           | 1.00%          | 1.00%         | 1.02%        | 1.00% <sup>(5)</sup> |
| Ratio of Net Investment Income (Loss) to Average Net Assets | 1.88%           | 1.33%          | 1.50%         | 1.64%        | 0.47% <sup>(5)</sup> |
| Portfolio Turnover Rate                                     | 222%            | 195%           | 203%          | 225%         | 46% <sup>(6)</sup>   |
| Net Assets, End of Period (in thousands)                    | \$32,801        | \$40,056       | \$30,201      | \$2,493      | \$285                |

<sup>1</sup> December 1, 2004 (commencement of sale) through December 31, 2004.

<sup>2</sup> Computed using average shares outstanding throughout the period.

<sup>3</sup> Per-share amount was less than \$0.005.

<sup>4</sup> Total return assumes reinvestment of net investment income and capital gains distributions, if any. Total returns for periods less than one year are not annualized. The total return of the classes may not precisely reflect the class expense differences because of the impact of calculating the net asset values to two decimal places. If net asset values were calculated to three decimal places, the total return differences would more closely reflect the class expense differences. The calculation of net asset values to two decimal places is made in accordance with SEC guidelines and does not result in any gain or loss of value between one class and another.

<sup>5</sup> Annualized.

<sup>6</sup> Portfolio turnover is calculated at the fund level. Percentage indicated was calculated for the period October 29, 2004 (fund inception) through December 31, 2004.

# VP Mid Cap Value Fund

## Class II

*For a Share Outstanding Throughout the Years Ended December 31 (except as noted)*

|   | 2008            | 2007           | 2006          | 2005         | 2004 <sup>(1)</sup>  |
|---|-----------------|----------------|---------------|--------------|----------------------|
| <b>Per-Share Data</b>                                       |                 |                |               |              |                      |
| Net Asset Value, Beginning of Period                        | \$12.95         | \$13.49        | \$11.69       | \$11.21      | \$10.00              |
| Income From Investment Operations                           |                 |                |               |              |                      |
| Net Investment Income (Loss) <sup>(2)</sup>                 | 0.20            | 0.16           | 0.16          | 0.16         | 0.02                 |
| Net Realized and Unrealized Gain (Loss)                     | (3.37)          | (0.48)         | 2.18          | 0.87         | 1.22                 |
| Total From Investment Operations                            | (3.17)          | (0.32)         | 2.34          | 1.03         | 1.24                 |
| Distributions   |                 |                |               |              |                      |
| From Net Investment Income                                  | (0.01)          | (0.07)         | (0.06)        | (0.08)       | (0.03)               |
| From Net Realized Gains                                     | —               | (0.15)         | (0.48)        | (0.47)       | —                    |
| Total Distributions   | (0.01)          | (0.22)         | (0.54)        | (0.55)       | (0.03)               |
| Net Asset Value, End of Period                              | \$9.77          | \$12.95        | \$13.49       | \$11.69      | \$11.21              |
| <b>Total Return<sup>(3)</sup></b>                           | <b>(24.51)%</b> | <b>(2.43)%</b> | <b>20.23%</b> | <b>9.31%</b> | <b>12.39%</b>        |
| <b>Ratios/Supplemental Data</b>                             |                 |                |               |              |                      |
| Ratio of Operating Expenses to Average Net Assets           | 1.16%           | 1.15%          | 1.15%         | 1.17%        | 1.15% <sup>(4)</sup> |
| Ratio of Net Investment Income (Loss) to Average Net Assets | 1.73%           | 1.18%          | 1.35%         | 1.49%        | 0.95% <sup>(4)</sup> |
| Portfolio Turnover Rate                                     | 222%            | 195%           | 203%          | 225%         | 46%                  |
| Net Assets, End of Period (in thousands)                    | \$231,954       | \$314,998      | \$21,470      | \$6,249      | \$570                |

<sup>1</sup> October 29, 2004 (fund inception) through December 31, 2004.

<sup>2</sup> Computed using average shares outstanding throughout the period.

<sup>3</sup> Total return assumes reinvestment of net investment income and capital gains distributions, if any. Total returns for periods less than one year are not annualized. The total return of the classes may not precisely reflect the class expense differences because of the impact of calculating the net asset values to two decimal places. If net asset values were calculated to three decimal places, the total return differences would more closely reflect the class expense differences. The calculation of net asset values to two decimal places is made in accordance with SEC guidelines and does not result in any gain or loss of value between one class and another.

<sup>4</sup> Annualized.

