SEMI-ANNUAL REPORT

# AB VARIABLE PRODUCTS SERIES FUND, INC.

+GLOBAL THEMATIC GROWTH PORTFOLIO

Beginning on May 1, 2021, as permitted by regulations adopted by the Securities and Exchange Commission, you may not be receiving paper copies of the Portfolio's shareholder reports from the insurance company that offers your contract unless you specifically request paper copies from the insurance company or from your financial intermediary. Instead of delivering paper copies of the reports, the insurance company may choose to make the reports available on a website, and will notify you by mail each time a report is posted and provide you with a website link to access the report. Instructions for requesting paper copies will be provided by your insurance company.

If you already elected to receive shareholder reports electronically, you will not be affected by this change and you need not take any action. You may elect to receive shareholder reports and other communications from the insurance company or your financial intermediary electronically by following the instructions provided by the insurance company or by contacting your financial intermediary.

You may elect to receive all future reports in paper free of charge from the insurance company. You can inform the insurance company or your financial intermediary that you wish to continue receiving paper copies of your shareholder reports by following the instructions provided by the insurance company or by contacting your financial intermediary. Your election to receive reports in paper will apply to all portfolio companies available under your contract with the insurance company.

**Investment Products Offered**

- **Are Not FDIC Insured**
- **May Lose Value**
- **Are Not Bank Guaranteed**

**AllianceBernstein Investments, Inc. (ABI) is the distributor of the AB family of mutual funds. ABI is a member of FINRA and is an affiliate of AllianceBernstein L.P., the Adviser of the funds.**

**You may obtain a description of the Fund's proxy voting policies and procedures, and information regarding how the Fund voted proxies relating to portfolio securities during the most recent 12-month period ended June 30, without charge. Simply visit AB's website at www.abfunds.com or go to the Securities and Exchange Commission's (the "Commission") website at www.sec.gov, or call AB at (800) 227 4618.**

**The Fund files its complete schedule of portfolio holdings with the Commission for the first and third quarters of each fiscal year as an exhibit to its reports on Form N-PORT. The Fund's Form N-PORT reports are available on the Commission's website at www.sec.gov. The Fund's Forms N-PORT may also be reviewed and copied at the Commission's Public Reference Room in Washington, DC; information on the operation of the Public Reference Room may be obtained by calling (800) SEC 0330.**

As a shareholder of the Portfolio, you incur two types of costs: (1) transaction costs, including sales charges (loads) on purchase payments, contingent deferred sales charges on redemptions and (2) ongoing costs, including management fees; distribution (12b-1) fees; and other Portfolio expenses. This example is intended to help you understand your ongoing costs (in dollars) of investing in the Portfolio and to compare these costs with the ongoing costs of investing in other mutual funds.

The Example is based on an investment of $1,000 invested at the beginning of the period and held for the entire period as indicated below.

**Actual Expenses**

The first line of each class' table below provides information about actual account values and actual expenses. You may use the information in this line, together with the amount you invested, to estimate the expenses that you paid over the period. Simply divide your account value by $1,000 (for example, an $8,600 account value divided by $1,000 = 8.6), then multiply the result by the number in the first line under the heading entitled "Expenses Paid During Period" to estimate the expenses you paid on your account during this period. The estimate of expenses does not include fees or other expenses of any variable insurance product. If such expenses were included, the estimate of expenses you paid during the period would be higher and your ending account value would be lower.

**Hypothetical Example for Comparison Purposes**

The second line of each class' table below provides information about hypothetical account values and hypothetical expenses based on the Portfolio's actual expense ratio and an assumed annual rate of return of 5% before expenses, which is not the Portfolio's actual return. The hypothetical account values and expenses may not be used to estimate the actual ending account balance or expenses you paid for the period. You may use this information to compare the ongoing costs of investing in the Portfolio and other funds by comparing this 5% hypothetical example with the 5% hypothetical examples that appear in the shareholder reports of other funds. The estimate of expenses does not include fees or other expenses of any variable insurance product. If such expenses were included, the estimate of expenses you paid during the period would be higher and your ending account value would be lower.

Please note that the expenses shown in the table are meant to highlight your ongoing costs only and do not reflect any transactional costs, such as sales charges (loads), or contingent deferred sales charges on redemptions. Therefore, the second line of each classes' table is useful in comparing ongoing costs only, and will not help you determine the relative total costs of owning different funds. In addition, if these transactional costs were included, your costs would have been higher.

| | Beginning Account Value January 1, 2019 | Ending Account Value June 30, 2019 | Expenses Paid During Period* | Annualized Expense Ratio* | Total Expenses Paid During Period+ | Total Annualized Expense Ratio+ |
|---|---|---|---|---|---|---|
| **Class A** | | | | | | |
| Actual | $ 1,000 | $ 1,212.40 | $ 5.38 | 0.98% | $ 5.43 | 0.99% |
| Hypothetical (5% annual return before expenses) | $ 1,000 | $ 1,019.93 | $ 4.91 | 0.98% | $ 4.96 | 0.99% |
| **Class B** | | | | | | |
| Actual | $ 1,000 | $ 1,210.40 | $ 6.74 | 1.23% | $ 6.80 | 1.24% |
| Hypothetical (5% annual return before expenses) | $ 1,000 | $ 1,018.70 | $ 6.16 | 1.23% | $ 6.21 | 1.24% |

* Expenses are equal to each classes' annualized expense ratios, multiplied by the average account value over the period, multiplied by 181/365 (to reflect the one-half year period).

+ In connection with the Portfolio's investments in affiliated/unaffiliated underlying portfolios, the Portfolio incurs no direct expenses, but bears proportionate shares of the fees and expenses (i.e., operating, administrative and investment advisory fees) of the affiliated/unaffiliated underlying portfolios. The Adviser has contractually agreed to waive its fees from the Portfolio in an amount equal to the Portfolio's pro rata share of certain acquired fund fees and expenses of the affiliated underlying portfolios. The Portfolio's total expenses are equal to the classes' annualized expense ratio plus the Portfolio's pro rata share of the weighted average expense ratio of the affiliated/unaffiliated underlying portfolios in which it invests, multiplied by the average account value over the period, multiplied by 181/365 (to reflect the one-half year period).

# GLOBAL THEMATIC GROWTH PORTFOLIO
## TEN LARGEST HOLDINGS[1]
**June 30, 2019 (unaudited)**



| COMPANY | U.S. $ VALUE | PERCENT OF NET ASSETS |
|---|---|---|
| Visa, Inc.—Class A | $ 3,497,033 | 2.7% |
| MSCI, Inc.—Class A | 3,347,836 | 2.6 |
| Kingspan Group PLC | 3,323,101 | 2.5 |
| Xylem, Inc./NY | 3,313,817 | 2.5 |
| American Water Works Co., Inc. | 3,260,644 | 2.5 |
| Ecolab, Inc. | 3,238,016 | 2.5 |
| Apollo Hospitals Enterprise Ltd. | 3,195,158 | 2.4 |
| Bio-Rad Laboratories, Inc.—Class A | 2,797,680 | 2.1 |
| Vestas Wind Systems A/S | 2,782,675 | 2.1 |
| Koninklijke DSM NV | 2,750,238 | 2.1 |
| | $ 31,506,198 | 24.0% |

## SECTOR BREAKDOWN[2]
**June 30, 2019 (unaudited)**

| SECTOR | U.S. $ VALUE | PERCENT OF TOTAL INVESTMENTS |
|---|---|---|
| Health Care | $ 27,648,550 | 21.2% |
| Information Technology | 23,284,512 | 17.8 |
| Industrials | 18,629,457 | 14.2 |
| Financials | 17,382,853 | 13.3 |
| Consumer Discretionary | 10,349,027 | 7.9 |
| Consumer Staples | 9,101,420 | 7.0 |
| Utilities | 6,281,936 | 4.8 |
| Materials | 5,988,254 | 4.6 |
| Communication Services | 3,389,330 | 2.6 |
| Real Estate | 2,318,100 | 1.8 |
| Short-Term Investments | 6,277,801 | 4.8 |
| Total Investments | $ 130,651,240 | 100.0% |

1 Long-term investments.

2 The Portfolio's sector breakdown is expressed as a percentage of total investments and may vary over time. The Portfolio also enters into derivative transactions, which may be used for hedging or investment purposes (see "Portfolio of Investments" section of the report for additional details).

Please note: The sector classifications presented herein are based on the Global Industry Classification Standard (GICS) which was developed by Morgan Stanley Capital International and Standard & Poor's. The components are divided into sector, industry group, and industry sub-indices as classified by the GICS for each of the market capitalization indices in the broad market. These sector classifications are broadly defined. The "Portfolio of Investments" section of the report reflects more specific industry information and is consistent with the investment restrictions discussed in the Portfolio's prospectus.

# GLOBAL THEMATIC GROWTH PORTFOLIO
## COUNTRY BREAKDOWN[1]
**June 30, 2019 (unaudited)** **AB Variable Products Series Fund**

| COUNTRY | U.S. $ VALUE | PERCENT OF TOTAL INVESTMENTS |
|---|---|---|
| United States | $ 58,927,278 | 45.1% |
| India | 7,983,070 | 6.1 |
| Ireland | 7,688,681 | 5.9 |
| Germany | 7,487,901 | 5.7 |
| Japan | 7,023,055 | 5.4 |
| China | 6,455,995 | 5.0 |
| France | 5,874,443 | 4.5 |
| Netherlands | 5,050,114 | 3.9 |
| Switzerland | 4,716,446 | 3.6 |
| United Kingdom | 4,570,619 | 3.5 |
| Denmark | 2,782,675 | 2.1 |
| Hong Kong | 2,650,049 | 2.0 |
| Brazil | 1,692,077 | 1.3 |
| Indonesia | 1,471,036 | 1.1 |
| Short-Term Investments | 6,277,801 | 4.8 |
| Total Investments | $ 130,651,240 | 100.0% |

1 All data are as of June 30, 2019. The Portfolio's country breakdown is expressed as a percentage of total investments and may vary over time.

| Company | Shares | U.S. $ Value |
|---|---|---|
| **COMMON STOCKS–94.7%** | | |
| **HEALTH CARE–21.0%** | | |
| BIOTECHNOLOGY–0.6% | | |
| Abcam PLC | 39,640 | $ 742,023 |
| HEALTH CARE EQUIPMENT & SUPPLIES–7.0% | | |
| Abbott Laboratories | 27,100 | 2,279,110 |
| Danaher Corp. | 18,810 | 2,688,325 |
| Koninklijke Philips NV | 52,900 | 2,299,876 |
| West Pharmaceutical Services, Inc. | 15,970 | 1,998,646 |
| | | 9,265,957 |
| HEALTH CARE PROVIDERS & SERVICES–4.5% | | |
| Apollo Hospitals Enterprise Ltd. | 161,510 | 3,195,158 |
| UnitedHealth Group, Inc. | 11,110 | 2,710,951 |
| | | 5,906,109 |
| LIFE SCIENCES TOOLS & SERVICES–8.6% | | |
| Bio-Rad Laboratories, Inc.–Class A(a) | 8,950 | 2,797,680 |
| Bruker Corp. | 45,570 | 2,276,221 |
| Gerresheimer AG | 28,500 | 2,100,607 |
| ICON PLC(a) | 10,650 | 1,639,781 |
| Tecan Group AG | 9,470 | 2,459,422 |
| | | 11,273,711 |
| PHARMACEUTICALS–0.3% | | |
| Vectura Group PLC(a) | 419,366 | 460,750 |
| | | 27,648,550 |
| **INFORMATION TECHNOLOGY–17.7%** | | |
| ELECTRONIC EQUIPMENT, INSTRUMENTS & COMPONENTS–2.4% | | |
| Horiba Ltd. | 25,700 | 1,333,373 |
| Keyence Corp. | 3,000 | 1,850,167 |
| | | 3,183,540 |
| IT SERVICES–6.1% | | |
| Pagseguro Digital Ltd.(a)(b) | 43,420 | 1,692,077 |
| Square, Inc.–Class A(a) | 22,500 | 1,631,925 |
| Visa, Inc.–Class A(b) | 20,150 | 3,497,033 |
| Wirecard AG | 6,910 | 1,166,521 |
| | | 7,987,556 |
| SEMICONDUCTORS & SEMICONDUCTOR EQUIPMENT–3.0% | | |
| Infineon Technologies AG | 135,420 | 2,406,370 |
| NVIDIA Corp. | 9,198 | 1,510,588 |
| | | 3,916,958 |
| SOFTWARE–4.7% | | |
| Dassault Systemes SE | 14,150 | 2,257,000 |
| Microsoft Corp. | 19,800 | 2,652,408 |
| SailPoint Technologies Holding, Inc.(a) | 64,620 | $ 1,294,985 |
| | | 6,204,393 |
| TECHNOLOGY HARDWARE, STORAGE & PERIPHERALS–1.5% | | |
| Apple, Inc. | 10,065 | 1,992,065 |
| | | 23,284,512 |
| **INDUSTRIALS–14.2%** | | |
| AEROSPACE & DEFENSE–1.6% | | |
| Hexcel Corp. | 25,489 | 2,061,550 |
| BUILDING PRODUCTS–2.5% | | |
| Kingspan Group PLC | 61,190 | 3,323,101 |
| COMMERCIAL SERVICES & SUPPLIES–1.2% | | |
| China Everbright International Ltd. | 1,720,407 | 1,589,043 |
| ELECTRICAL EQUIPMENT–3.8% | | |
| Schneider Electric SE | 24,810 | 2,244,880 |
| Vestas Wind Systems A/S | 32,120 | 2,782,675 |
| | | 5,027,555 |
| INDUSTRIAL CONGLOMERATES–1.4% | | |
| Siemens AG | 15,240 | 1,814,403 |
| MACHINERY–2.5% | | |
| Xylem, Inc./NY | 39,620 | 3,313,817 |
| PROFESSIONAL SERVICES–1.2% | | |
| Recruit Holdings Co., Ltd. | 44,800 | 1,499,988 |
| | | 18,629,457 |
| **FINANCIALS–13.2%** | | |
| BANKS–2.2% | | |
| Bank Mandiri Persero Tbk PT | 2,591,000 | 1,471,036 |
| HDFC Bank Ltd. | 39,380 | 1,394,153 |
| | | 2,865,189 |
| CAPITAL MARKETS–5.5% | | |
| Charles Schwab Corp. (The) | 39,886 | 1,603,018 |
| MSCI, Inc.–Class A | 14,020 | 3,347,836 |
| Partners Group Holding AG | 2,870 | 2,257,024 |
| | | 7,207,878 |
| CONSUMER FINANCE–0.6% | | |
| Bharat Financial Inclusion Ltd.(a) | 66,412 | 862,604 |
| INSURANCE–3.0% | | |
| AIA Group Ltd. | 245,400 | 2,650,049 |
| Prudential PLC | 57,990 | 1,265,978 |
| | | 3,916,027 |

| Company | Shares | U.S. $ Value |
|---|---|---|
| THRIFTS & MORTGAGE FINANCE–1.9% | | |
| Housing Development Finance Corp., Ltd. | 79,630 | $ 2,531,155 |
| | | 17,382,853 |
| **CONSUMER DISCRETIONARY–7.9%** | | |
| AUTO COMPONENTS–1.7% | | |
| Aptiv PLC(b) | 26,830 | 2,168,669 |
| DIVERSIFIED CONSUMER SERVICES–1.9% | | |
| Bright Horizons Family Solutions, Inc.(a) | 16,360 | 2,468,233 |
| INTERNET & DIRECT MARKETING RETAIL–4.3% | | |
| Alibaba Group Holding Ltd. (Sponsored ADR)(a) | 11,410 | 1,933,425 |
| Amazon.com, Inc.(a) | 1,323 | 2,505,272 |
| Etsy, Inc.(a) | 20,750 | 1,273,428 |
| | | 5,712,125 |
| | | 10,349,027 |
| **CONSUMER STAPLES–6.9%** | | |
| FOOD PRODUCTS–2.1% | | |
| Kerry Group PLC–Class A | 22,830 | 2,725,799 |
| HOUSEHOLD PRODUCTS–3.2% | | |
| Procter & Gamble Co. (The) | 17,640 | 1,934,226 |
| Unicharm Corp. | 77,600 | 2,339,527 |
| | | 4,273,753 |
| PERSONAL PRODUCTS–1.6% | | |
| Unilever PLC | 33,860 | 2,101,868 |
| | | 9,101,420 |
| **UTILITIES–4.8%** | | |
| MULTI-UTILITIES–1.1% | | |
| Suez | 95,120 | 1,372,563 |
| WATER UTILITIES–3.7% | | |
| American Water Works Co., Inc. | 28,109 | 3,260,644 |
| Beijing Enterprises Water Group Ltd.(a) | 2,774,000 | 1,648,729 |
| | | 4,909,373 |
| | | 6,281,936 |

| Company | Shares | U.S. $ Value |
|---|---|---|
| **MATERIALS–4.6%** | | |
| CHEMICALS–4.6% | | |
| Ecolab, Inc. | 16,400 | $ 3,238,016 |
| Koninklijke DSM NV | 22,290 | 2,750,238 |
| | | 5,988,254 |
| **COMMUNICATION SERVICES–2.6%** | | |
| INTERACTIVE MEDIA & SERVICES–2.6% | | |
| Alphabet, Inc.–Class C(a) | 1,947 | 2,104,532 |
| Tencent Holdings Ltd. | 28,400 | 1,284,798 |
| | | 3,389,330 |
| **REAL ESTATE–1.8%** | | |
| EQUITY REAL ESTATE INVESTMENT TRUSTS (REITs)–1.8% | | |
| SBA Communications Corp.(a) | 10,310 | 2,318,100 |
| Total Common Stocks (cost $87,054,200) | | 124,373,439 |
| **SHORT-TERM INVESTMENTS–4.8%** | | |
| INVESTMENT COMPANIES–4.8% | | |
| AB Fixed Income Shares, Inc.–Government Money Market Portfolio–Class AB, 2.33%(c)(d)(e) (cost $6,277,801) | 6,277,801 | 6,277,801 |
| **TOTAL INVESTMENTS–99.5%** (cost $93,332,001) | | 130,651,240 |
| Other assets less liabilities–0.5% | | 643,689 |
| **NET ASSETS–100.0%** | | $ 131,294,929 |

**FORWARD CURRENCY EXCHANGE CONTRACTS (see Note D)**

| Counterparty | Contracts to Deliver (000) | | In Exchange For (000) | | Settlement Date | Unrealized Appreciation/ (Depreciation) |
|---|---|---|---|---|---|---|
| Bank of America, NA | GBP | 636 | USD | 803 | 9/13/19 | $ (7,828) |
| Bank of America, NA | USD | 511 | AUD | 743 | 9/13/19 | 12,249 |
| Barclays Bank PLC | BRL | 4,122 | USD | 1,079 | 7/02/19 | 5,202 |
| Barclays Bank PLC | USD | 1,076 | BRL | 4,122 | 7/02/19 | (2,171) |
| Barclays Bank PLC | INR | 522,514 | USD | 7,389 | 7/16/19 | (174,542) |
| Barclays Bank PLC | USD | 3,213 | INR | 224,517 | 7/16/19 | 36,884 |
| Barclays Bank PLC | USD | 319 | CNY | 2,209 | 7/25/19 | 3,145 |
| Barclays Bank PLC | USD | 303 | CNY | 2,054 | 7/25/19 | (3,301) |
| Barclays Bank PLC | USD | 1,076 | BRL | 4,122 | 8/02/19 | (5,184) |
| Barclays Bank PLC | USD | 2,081 | AUD | 2,983 | 9/13/19 | 17,764 |
| Barclays Bank PLC | USD | 836 | ZAR | 12,500 | 9/13/19 | 43,508 |
| BNP Paribas SA | EUR | 1,093 | USD | 1,235 | 9/13/19 | (15,476) |
| Citibank, NA | USD | 1,821 | KRW | 2,150,271 | 8/26/19 | 39,631 |
| Citibank, NA | EUR | 753 | USD | 863 | 9/13/19 | 1,851 |
| Citibank, NA | EUR | 11,079 | USD | 12,624 | 9/13/19 | (45,867) |
| Citibank, NA | HKD | 6,919 | USD | 883 | 9/13/19 | (2,565) |
| Citibank, NA | USD | 2,023 | EUR | 1,767 | 9/13/19 | (2,309) |
| Citibank, NA | USD | 2,318 | JPY | 250,798 | 9/13/19 | 20,515 |
| JPMorgan Chase Bank, NA | BRL | 5,521 | USD | 1,428 | 8/02/19 | (5,377) |
| Morgan Stanley & Co., Inc. | BRL | 4,122 | USD | 1,076 | 7/02/19 | 2,171 |
| Morgan Stanley & Co., Inc. | USD | 1,020 | BRL | 4,122 | 7/02/19 | 53,218 |
| Morgan Stanley & Co., Inc. | USD | 447 | INR | 31,317 | 7/16/19 | 6,591 |
| Morgan Stanley & Co., Inc. | USD | 531 | RUB | 35,119 | 8/06/19 | 22,046 |
| Morgan Stanley & Co., Inc. | EUR | 499 | USD | 569 | 9/13/19 | (2,011) |
| Morgan Stanley & Co., Inc. | USD | 2,722 | CAD | 3,602 | 9/13/19 | 32,360 |
| Morgan Stanley & Co., Inc. | USD | 818 | SEK | 7,682 | 9/13/19 | 13,227 |
| Natwest Markets PLC | PEN | 6,292 | USD | 1,893 | 7/12/19 | (17,576) |
| Natwest Markets PLC | USD | 1,906 | PEN | 6,292 | 7/12/19 | 3,989 |
| Natwest Markets PLC | USD | 720 | CAD | 941 | 9/13/19 | (562) |
| Standard Chartered Bank | INR | 116,274 | USD | 1,653 | 7/16/19 | (30,458) |
| Standard Chartered Bank | CNY | 14,656 | USD | 2,178 | 7/25/19 | 42,273 |
| Standard Chartered Bank | CNY | 8,338 | USD | 1,205 | 7/25/19 | (9,956) |
| Standard Chartered Bank | USD | 1,022 | CNY | 6,881 | 7/25/19 | (19,072) |
| Standard Chartered Bank | USD | 1,477 | TWD | 46,350 | 9/11/19 | 24,265 |
| State Street Bank & Trust Co. | CHF | 374 | USD | 380 | 9/13/19 | (5,539) |
| State Street Bank & Trust Co. | EUR | 233 | USD | 264 | 9/13/19 | (2,070) |
| State Street Bank & Trust Co. | GBP | 205 | USD | 261 | 9/13/19 | 126 |
| State Street Bank & Trust Co. | HKD | 1,519 | USD | 194 | 9/13/19 | (117) |
| State Street Bank & Trust Co. | JPY | 267,397 | USD | 2,495 | 9/13/19 | 1,832 |
| State Street Bank & Trust Co. | JPY | 41,274 | USD | 382 | 9/13/19 | (2,406) |
| State Street Bank & Trust Co. | USD | 281 | CAD | 376 | 9/13/19 | 6,714 |
| State Street Bank & Trust Co. | USD | 377 | CHF | 374 | 9/13/19 | 8,206 |
| State Street Bank & Trust Co. | USD | 493 | EUR | 431 | 9/13/19 | (22) |
| State Street Bank & Trust Co. | USD | 270 | GBP | 212 | 9/13/19 | (168) |
| State Street Bank & Trust Co. | USD | 256 | HKD | 2,005 | 9/13/19 | 553 |
| State Street Bank & Trust Co. | USD | 257 | JPY | 27,708 | 9/13/19 | 1,535 |
| State Street Bank & Trust Co. | USD | 281 | JPY | 30,165 | 9/13/19 | (165) |

| Counterparty | Contracts to Deliver (000) | | In Exchange For (000) | | Settlement Date | Unrealized Appreciation/ (Depreciation) |
|---|---|---|---|---|---|---|
| State Street Bank & Trust Co. | USD | 290 | MXN | 5,632 | 9/13/19 | $ 350 |
| State Street Bank & Trust Co. | USD | 257 | NOK | 2,208 | 9/13/19 | 2,711 |
| UBS AG | EUR | 917 | USD | 1,051 | 9/13/19 | 1,830 |
| UBS AG | USD | 1,796 | GBP | 1,407 | 9/13/19 | (3,482) |
| | | | | | | $ 46,522 |

(a) Non-income producing security.

(b) Represents entire or partial securities out on loan. See Note E for securities lending information.

(c) Affiliated investments.

(d) The rate shown represents the 7-day yield as of period end.

(e) To obtain a copy of the fund's shareholder report, please go to the Securities and Exchange Commission's website at www.sec.gov, or call AB at (800) 227-4618.

Currency Abbreviations:

AUD—Australian Dollar
BRL—Brazilian Real
CAD—Canadian Dollar
CHF—Swiss Franc
CNY—Chinese Yuan Renminbi
EUR—Euro
GBP—Great British Pound
HKD—Hong Kong Dollar
INR—Indian Rupee
JPY—Japanese Yen
KRW—South Korean Won
MXN—Mexican Peso
NOK—Norwegian Krone
PEN—Peruvian Sol
RUB—Russian Ruble
SEK—Swedish Krona
TWD—New Taiwan Dollar
USD—United States Dollar
ZAR—South African Rand

Glossary:

ADR—American Depositary Receipt

See notes to financial statements.

| | |
|---|---|
| **ASSETS** | |
| Investments in securities, at value | |
| Unaffiliated issuers (cost $87,054,200) | $124,373,439(a) |
| Affiliated issuers (cost $6,277,801) | 6,277,801 |
| Foreign currencies, at value (cost $275,343) | 275,285 |
| Receivable for investment securities sold and foreign currency transactions | 686,691 |
| Unrealized appreciation on forward currency exchange contracts | 404,746 |
| Unaffiliated dividends and interest receivable | 177,339 |
| Receivable for capital stock sold | 28,001 |
| Affiliated dividends receivable | 13,160 |
| Total assets | 132,236,462 |
| **LIABILITIES** | |
| Unrealized depreciation on forward currency exchange contracts | 358,224 |
| Payable for investment securities purchased and foreign currency transactions | 345,851 |
| Advisory fee payable | 68,622 |
| Payable for capital stock redeemed | 35,073 |
| Administrative fee payable | 34,579 |
| Distribution fee payable | 16,989 |
| Directors' fees payable | 6,505 |
| Transfer Agent fee payable | 58 |
| Accrued expenses | 75,632 |
| Total liabilities | 941,533 |
| **NET ASSETS** | $131,294,929 |
| **COMPOSITION OF NET ASSETS** | |
| Capital stock, at par | $ 4,069 |
| Additional paid-in capital | 81,576,812 |
| Distributable earnings | 49,714,048 |
| | $131,294,929 |

**Net Asset Value Per Share—1 billion shares of capital stock authorized, $.001 par value**

| Class | Net Assets | Shares Outstanding | Net Asset Value |
|---|---|---|---|
| A | $ 41,246,791 | 1,243,926 | $ 33.16 |
| B | $ 90,048,138 | 2,825,331 | $ 31.87 |

(a) Includes securities on loan with a value of $6,760,659 (see Note E).

See notes to financial statements.

| | |
|---|---|
| **INVESTMENT INCOME** | |
| Dividends | |
| Unaffiliated issuers (net of foreign taxes withheld of $88,149) | $ 1,007,346 |
| Affiliated issuers | 68,680 |
| Interest | 10 |
| Securities lending income | 393 |
| | 1,076,429 |
| **EXPENSES** | |
| Advisory fee (see Note B) | 474,497 |
| Distribution fee—Class B | 109,301 |
| Transfer agency—Class A | 968 |
| Transfer agency—Class B | 2,165 |
| Custodian | 51,765 |
| Administrative | 35,337 |
| Audit and tax | 28,788 |
| Printing | 23,846 |
| Legal | 18,151 |
| Directors' fees | 12,067 |
| Miscellaneous | 8,113 |
| Total expenses | 764,998 |
| Less: expenses waived and reimbursed by the Adviser (see Notes B & E) | (34,437) |
| Net expenses | 730,561 |
| Net investment income | 345,868 |
| **REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENT AND FOREIGN CURRENCY TRANSACTIONS** | |
| Net realized gain (loss) on: | |
| Investment transactions | 4,686,002 |
| Forward currency exchange contracts | (211,964) |
| Foreign currency transactions | 43,545 |
| Net change in unrealized appreciation/depreciation of: | |
| Investments (a) | 19,006,929 |
| Forward currency exchange contracts | 189,903 |
| Foreign currency denominated assets and liabilities | 2,907 |
| Net gain on investment and foreign currency transactions | 23,717,322 |
| **NET INCREASE IN NET ASSETS FROM OPERATIONS** | $24,063,190 |

(a) Net of decrease in accrued foreign capital gains taxes of $8,092.

See notes to financial statements.

| | Six Months Ended June 30, 2019 (unaudited) | Year Ended December 31, 2018 |
|---|---|---|
| **INCREASE (DECREASE) IN NET ASSETS FROM OPERATIONS** | | |
| Net investment income | $ 345,868 | $ 277,413 |
| Net realized gain on investment and foreign currency transactions | 4,517,583 | 7,396,267 |
| Net change in unrealized appreciation/depreciation of investments and foreign currency denominated assets and liabilities | 19,199,739 | (20,681,230) |
| Net increase (decrease) in net assets from operations | 24,063,190 | (13,007,550) |
| **CAPITAL STOCK TRANSACTIONS** | | |
| Net decrease | (9,516,149) | (16,696,371) |
| Total increase (decrease) | 14,547,041 | (29,703,921) |
| **NET ASSETS** | | |
| Beginning of period | 116,747,888 | 146,451,809 |
| End of period | $131,294,929 | $116,747,888 |

See notes to financial statements.

**NOTE A: Significant Accounting Policies**

The AB Global Thematic Growth Portfolio (the "Portfolio") is a series of AB Variable Products Series Fund, Inc. (the "Fund"). The Portfolio's investment objective is long-term growth of capital. The Portfolio is diversified as defined under the Investment Company Act of 1940. The Fund was incorporated in the State of Maryland on November 17, 1987, as an open-end series investment company. The Fund offers eleven separately managed pools of assets which have differing investment objectives and policies. The Portfolio offers Class A and Class B shares. Both classes of shares have identical voting, dividend, liquidating and other rights, except that Class B shares bear a distribution expense and have exclusive voting rights with respect to the Class B distribution plan.

The Portfolio offers and sells its shares only to separate accounts of certain life insurance companies for the purpose of funding variable annuity contracts and variable life insurance policies. Sales are made without a sales charge at the Portfolio's net asset value per share.

The financial statements have been prepared in conformity with U.S. generally accepted accounting principles ("U.S. GAAP") which require management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities in the financial statements and amounts of income and expenses during the reporting period. Actual results could differ from those estimates. The Portfolio is an investment company under U.S. GAAP and follows the accounting and reporting guidance applicable to investment companies. The following is a summary of significant accounting policies followed by the Portfolio.

**1. Security Valuation**

Portfolio securities are valued at their current market value determined on the basis of market quotations or, if market quotations are not readily available or are deemed unreliable, at "fair value" as determined in accordance with procedures established by and under the general supervision of the Fund's Board of Directors (the "Board").

In general, the market values of securities which are readily available and deemed reliable are determined as follows: securities listed on a national securities exchange (other than securities listed on the NASDAQ Stock Market, Inc. ("NASDAQ")) or on a foreign securities exchange are valued at the last sale price at the close of the exchange or foreign securities exchange. If there has been no sale on such day, the securities are valued at the last traded price from the previous day. Securities listed on more than one exchange are valued by reference to the principal exchange on which the securities are traded; securities listed only on NASDAQ are valued in accordance with the NASDAQ Official Closing Price; listed or over the counter ("OTC") market put or call options are valued at the mid level between the current bid and ask prices. If either a current bid or current ask price is unavailable, AllianceBernstein L.P. (the "Adviser") will have discretion to determine the best valuation (e.g., last trade price in the case of listed options); open futures are valued using the closing settlement price or, in the absence of such a price, the most recent quoted bid price. If there are no quotations available for the day of valuation, the last available closing settlement price is used; U.S. Government securities and any other debt instruments having 60 days or less remaining until maturity are generally valued at market by an independent pricing vendor, if a market price is available. If a market price is not available, the securities are valued at amortized cost. This methodology is commonly used for short term securities that have an original maturity of 60 days or less, as well as short term securities that had an original term to maturity that exceeded 60 days. In instances when amortized cost is utilized, the Valuation Committee (the "Committee") must reasonably conclude that the utilization of amortized cost is approximately the same as the fair value of the security. Such factors the Committee will consider include, but are not limited to, an impairment of the creditworthiness of the issuer or material changes in interest rates. Fixed-income securities, including mortgage-backed and asset-backed securities, may be valued on the basis of prices provided by a pricing service or at a price obtained from one or more of the major broker-dealers. In cases where broker-dealer quotes are obtained, the Adviser may establish procedures whereby changes in market yields or spreads are used to adjust, on a daily basis, a recently obtained quoted price on a security. Swaps and other derivatives are valued daily, primarily using independent pricing services, independent pricing models using market inputs, as well as third party broker-dealers or counterparties. Open end mutual funds are valued at the closing net asset value per share, while exchange traded funds are valued at the closing market price per share.

Securities for which market quotations are not readily available (including restricted securities) or are deemed unreliable are valued at fair value as deemed appropriate by the Adviser. Factors considered in making this determination may include, but are not limited to, information obtained by contacting the issuer, analysts, analysis of the issuer's financial statements or other available documents. In addition, the Portfolio may use fair value pricing for securities primarily traded in non-U.S. markets because most foreign markets close well before the Portfolio values its securities at 4:00 p.m., Eastern Time. The earlier close of these foreign markets gives rise to the possibility that significant events, including broad market moves, may have occurred in the interim and may materially affect the value of those securities. To account for this, the Portfolio generally values many of its foreign equity securities using fair value prices based on third party vendor modeling tools to the extent available.

**2. Fair Value Measurements**

In accordance with U.S. GAAP regarding fair value measurements, fair value is defined as the price that the Portfolio would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes a framework for measuring fair value, and a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability (including those valued based on their market values as described in Note A.1 above). Inputs may be observable or unobservable and refer broadly to the assumptions that market participants would use in pricing the asset or liability. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Portfolio. Unobservable inputs reflect the Portfolio's own assumptions about the assumptions that market participants would use in pricing the asset or liability based on the best information available in the circumstances. Each investment is assigned a level based upon the observability of the inputs which are significant to the overall valuation. The three-tier hierarchy of inputs is summarized below.

- Level 1—quoted prices in active markets for identical investments
- Level 2—other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)
- Level 3—significant unobservable inputs (including the Portfolio's own assumptions in determining the fair value of investments)

Where readily available market prices or relevant bid prices are not available for certain equity investments, such investments may be valued based on similar publicly traded investments, movements in relevant indices since last available prices or based upon underlying company fundamentals and comparable company data (such as multiples to earnings or other multiples to equity). Where an investment is valued using an observable input, such as another publicly traded security, the investment will be classified as Level 2. If management determines that an adjustment is appropriate based on restrictions on resale, illiquidity or uncertainty, and such adjustment is a significant component of the valuation, the investment will be classified as Level 3. An investment will also be classified as Level 3 where management uses company fundamentals and other significant inputs to determine the valuation.

The following table summarizes the valuation of the Portfolio's investments by the above fair value hierarchy levels as of June 30, 2019:

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| **Investments in Securities:** | | | | |
| **Assets:** | | | | |
| Common Stocks: | | | | |
| Health Care | $17,132,737 | $10,515,813 | $ –0– | $ 27,648,550 |
| Information Technology | 14,271,081 | 9,013,431 | –0– | 23,284,512 |
| Industrials | 8,698,468 | 9,930,989 | –0– | 18,629,457 |
| Financials | 6,345,007 | 11,037,846 | –0– | 17,382,853 |
| Consumer Discretionary | 10,349,027 | –0– | –0– | 10,349,027 |
| Consumer Staples | 4,660,025 | 4,441,395 | –0– | 9,101,420 |
| Utilities | 4,633,207 | 1,648,729 | –0– | 6,281,936 |
| Materials | 3,238,016 | 2,750,238 | –0– | 5,988,254 |
| Communication Services | 2,104,532 | 1,284,798 | –0– | 3,389,330 |
| Real Estate | 2,318,100 | –0– | –0– | 2,318,100 |
| Short-Term Investments | 6,277,801 | –0– | –0– | 6,277,801 |
| Total Investments in Securities | 80,028,001 | 50,623,239(a) | –0– | 130,651,240 |

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| **Other Financial Instruments(b):** | | | | |
| **Assets:** | | | | |
| Forward Currency Exchange Contracts | $ –0– | $ 404,746 | $ –0– | $ 404,746 |
| **Liabilities:** | | | | |
| Forward Currency Exchange Contracts | –0– | (358,224) | –0– | (358,224) |
| **Total** | **$80,028,001** | **$50,669,761** | **$ –0–** | **$130,697,762** |

(a) A significant portion of the Portfolio's foreign equity investments are categorized as Level 2 investments since they are valued using fair value prices based on third party vendor modeling tools to the extent available, see Note A.1.

(b) Other financial instruments are derivative instruments, such as futures, forwards and swaps, which are valued at the unrealized appreciation/(depreciation) on the instrument. Other financial instruments may also include swaps with upfront premiums, options written and swaptions written which are valued at market value.

### 3. Currency Translation

Assets and liabilities denominated in foreign currencies and commitments under forward currency exchange contracts are translated into U.S. dollars at the mean of the quoted bid and ask prices of such currencies against the U.S. dollar. Purchases and sales of portfolio securities are translated into U.S. dollars at the rates of exchange prevailing when such securities were acquired or sold. Income and expenses are translated into U.S. dollars at rates of exchange prevailing when accrued.

Net realized gain or loss on foreign currency transactions represents foreign exchange gains and losses from sales and maturities of foreign fixed income investments, holding of foreign currencies, currency gains or losses realized between the trade and settlement dates on foreign investment transactions, and the difference between the amounts of dividends, interest and foreign withholding taxes recorded on the Portfolio's books and the U.S. dollar equivalent amounts actually received or paid. Net unrealized currency gains and losses from valuing foreign currency denominated assets and liabilities at period end exchange rates are reflected as a component of net unrealized appreciation or depreciation of foreign currency denominated assets and liabilities.

### 4. Taxes

It is the Portfolio's policy to meet the requirements of the Internal Revenue Code applicable to regulated investment companies and to distribute all of its investment company taxable income and net realized gains, if any, to shareholders. Therefore, no provisions for federal income or excise taxes are required. The Portfolio may be subject to taxes imposed by countries in which it invests. Such taxes are generally based on income and/or capital gains earned or repatriated. Taxes are accrued and applied to net investment income, net realized gains and net unrealized appreciation/depreciation as such income and/or gains are earned.

In accordance with U.S. GAAP requirements regarding accounting for uncertainties in income taxes, management has analyzed the Portfolio's tax positions taken or expected to be taken on federal and state income tax returns for all open tax years (the current and the prior three tax years) and has concluded that no provision for income tax is required in the Portfolio's financial statements.

### 5. Investment Income and Investment Transactions

Dividend income is recorded on the ex-dividend date or as soon as the Portfolio is informed of the dividend. Interest income is accrued daily. Investment transactions are accounted for on the date the securities are purchased or sold. Investment gains or losses are determined on the identified cost basis. The Portfolio amortizes premiums and accretes discounts as adjustments to interest income.

### 6. Class Allocations

All income earned and expenses incurred by the Portfolio are borne on a pro-rata basis by each outstanding class of shares, based on the proportionate interest in the Portfolio represented by the net assets of such class, except for class specific expenses which are allocated to the respective class. Expenses of the Fund are charged proportionately to each portfolio or based on other appropriate methods. Realized and unrealized gains and losses are allocated among the various share classes based on respective net assets.

### 7. Dividends and Distributions

Dividends and distributions to shareholders, if any, are recorded on the ex-dividend date. Income dividends and capital gains distributions are determined in accordance with federal tax regulations and may differ from those determined in accordance with U.S. GAAP. To the extent these differences are permanent, such amounts are reclassified within the capital accounts based on their federal tax basis treatment; temporary differences do not require such reclassification.

**NOTE B: Advisory Fee and Other Transactions with Affiliates**

Under the terms of the investment advisory agreement, the Portfolio pays the Adviser an advisory fee at an annual rate of .75% of the first $2.5 billion, .65% of the next $2.5 billion and .60% in excess of $5 billion, of the Portfolio's average daily net assets. The fee is accrued daily and paid monthly. Effective September 4, 2018, the Adviser has contractually agreed to waive its management fee and/or bear expenses of the Portfolio in order to reduce the Portfolio's total operating expenses by an amount equal to .05% on an annual basis of the average net assets for Class A and Class B. For the six months ended June 30, 2019, such reimbursements/waivers amounted to $31,632. This fee waiver and/or expense reimbursement agreement extends through May 1, 2020 and then may be extended by the Adviser for additional one-year terms.

During the second quarter of 2018, AXA S.A. ("AXA") completed the sale of a minority stake in AXA Equitable Holdings, Inc. ("AXA Equitable"), through an initial public offering. AXA Equitable is the holding company for a diverse group of financial services companies, including an approximately 63.7% economic interest in the Adviser and a 100% interest in AllianceBernstein Corporation, the general partner of the Adviser. Since the initial sale, AXA has completed additional offerings, most recently during the second quarter of 2019. As a result, AXA owned 40.1% of the outstanding common stock of AXA Equitable as of June 30, 2019. As part of the latest offering, the underwriters exercised their over-allotment option resulting in AXA owning 38.9% of EQH as of July 8, 2019. AXA has announced its intention to sell its entire remaining interest in AXA Equitable over time, subject to market conditions and other factors (the "Plan"). AXA is under no obligation to do so and retains the sole discretion to determine the timing of any future sales of shares of AXA Equitable common stock.

It is anticipated that one or more of the transactions contemplated by the Plan may ultimately result in the indirect transfer of a "controlling block" of voting securities of the Adviser (a "Change of Control Event") and therefore may be deemed an "assignment" causing a termination of the Portfolio's current investment advisory agreement. In order to ensure that the existing investment advisory services could continue uninterrupted, at meetings held in late July through early August 2018, the Boards of Directors/Trustees (each a "Board" and collectively, the "Boards") approved new investment advisory agreements with the Adviser, in connection with the Plan. The Boards also agreed to call and hold a joint meeting of shareholders on October 11, 2018, for shareholders of the Portfolio to (1) approve the new investment advisory agreement with the Adviser that would be effective after the first Change of Control Event and (2) approve any future advisory agreement approved by the Board and that has terms not materially different from the current agreement, in the event there are subsequent Change of Control Events arising from completion of the Plan that terminate the advisory agreement after the first Change of Control Event. Approval of a future advisory agreement means that shareholders may not have another opportunity to vote on a new agreement with the Adviser even upon a change of control, as long as no single person or group of persons acting together gains "control" (as defined in the 1940 Act) of AXA Equitable.

At the October 11, 2018 meeting, shareholders approved the new and future investment advisory agreements.

Pursuant to the investment advisory agreement, the Portfolio may reimburse the Adviser for certain legal and accounting services provided to the Portfolio by the Adviser. For the six months ended June 30, 2019, the reimbursement for such services amounted to $35,337.

The Portfolio compensates AllianceBernstein Investor Services, Inc. ("ABIS"), a wholly-owned subsidiary of the Adviser, under a Transfer Agency Agreement for providing personnel and facilities to perform transfer agency services for the Portfolio. Such compensation retained by ABIS amounted to $673 for the six months ended June 30, 2019.

The Portfolio may invest in AB Government Money Market Portfolio (the "Government Money Market Portfolio") which has a contractual annual advisory fee rate of .20% of the portfolio's average daily net assets and bears its own expenses. Effective August 1, 2018, the Adviser has contractually agreed to waive .10% of the advisory fee of Government Money Market Portfolio (resulting in a net advisory fee of .10%) until August 31, 2020. In connection with the investment by the Portfolio in Government Money Market Portfolio, the Adviser has contractually agreed to waive its advisory fee from the Portfolio in an amount equal to the Portfolio's pro rata share of the effective advisory fee of Government Money Market Portfolio, as borne indirectly by the Portfolio as an acquired fund fee and expense. For the six months ended June 30, 2019, such waiver amounted to $2,746.

A summary of the Portfolio's transactions in AB mutual funds for the six months ended June 30, 2019 is as follows:

| Fund | Market Value 12/31/18 (000) | Purchases at Cost (000) | Sales Proceeds (000) | Market Value 6/30/19 (000) | Dividend Income (000) |
|---|---|---|---|---|---|
| Government Money Market Portfolio | $2,718 | $16,749 | $13,189 | $6,278 | $65 |
| Government Money Market Portfolio* | 1,997 | 3,420 | 5,417 | 0 | 4 |
| Total | | | | $6,278 | $69 |

* Investments of cash collateral for securities lending transactions (see Note E).

Brokerage commissions paid on investment transactions for the six months ended June 30, 2019 amounted to $15,124, of which $0 and $0, respectively, was paid to Sanford C. Bernstein & Co. LLC and Sanford C. Bernstein Limited, affiliates of the Adviser.

**NOTE C: Distribution Plan**

The Portfolio has adopted a Distribution Plan (the "Plan") for Class B shares pursuant to Rule 12b-1 under the Investment Company Act of 1940. Under the Plan, the Portfolio pays distribution and servicing fees to AllianceBernstein Investments, Inc. (the "Distributor"), a wholly-owned subsidiary of the Adviser, at an annual rate of up to .50% of the Portfolio's average daily net assets attributable to Class B shares. The fees are accrued daily and paid monthly. The Board currently limits payments under the Plan to .25% of the Portfolio's average daily net assets attributable to Class B shares. The Plan provides that the Distributor will use such payments in their entirety for distribution assistance and promotional activities.

The Portfolio is not obligated under the Plan to pay any distribution and servicing fees in excess of the amounts set forth above. The purpose of the payments to the Distributor under the Plan is to compensate the Distributor for its distribution services with respect to the sale of the Portfolio's Class B shares. Since the Distributor's compensation is not directly tied to its expenses, the amount of compensation received by it under the Plan during any year may be more or less than its actual expenses. For this reason, the Plan is characterized by the staff of the Securities and Exchange Commission as being of the "compensation" variety.

In the event that the Plan is terminated or not continued, no distribution or servicing fees (other than current amounts accrued but not yet paid) would be owed by the Portfolio to the Distributor.

The Plan also provides that the Adviser may use its own resources to finance the distribution of the Portfolio's shares.

**NOTE D: Investment Transactions**

Purchases and sales of investment securities (excluding short-term investments) for the six months ended June 30, 2019 were as follows:

| | Purchases | Sales |
|---|---|---|
| Investment securities (excluding U.S. government securities) | $13,484,265 | $26,856,878 |
| U.S. government securities | –0– | –0– |

The cost of investments for federal income tax purposes was substantially the same as the cost for financial reporting purposes. Accordingly, gross unrealized appreciation and unrealized depreciation are as follows:

| | |
|---|---|
| Gross unrealized appreciation | $39,892,211 |
| Gross unrealized depreciation | (2,526,450) |
| Net unrealized appreciation | $37,365,761 |

**1. Derivative Financial Instruments**

The Portfolio may use derivatives in an effort to earn income and enhance returns, to replace more traditional direct investments, to obtain exposure to otherwise inaccessible markets (collectively, "investment purposes"), or to hedge or adjust the risk profile of its portfolio.

The principal type of derivative utilized by the Portfolio, as well as the methods in which they may be used are:

- **Forward Currency Exchange Contracts**

  The Portfolio may enter into forward currency exchange contracts in order to hedge its exposure to changes in foreign currency exchange rates on its foreign portfolio holdings, to hedge certain firm purchase and sale commitments denominated in foreign currencies and for non-hedging purposes as a means of making direct investments in foreign currencies, as described below under "Currency Transactions".

  A forward currency exchange contract is a commitment to purchase or sell a foreign currency at a future date at a negotiated forward rate. The gain or loss arising from the difference between the original contract and the closing of such contract would be included in net realized gain or loss on forward currency exchange contracts. Fluctuations in the value of open forward currency exchange contracts are recorded for financial reporting purposes as unrealized appreciation and/or depreciation by the Portfolio. Risks may arise from the potential inability of a counterparty to meet the terms of a contract and from unanticipated movements in the value of a foreign currency relative to the U.S. dollar.

  During the six months ended June 30, 2019, the Portfolio held forward currency exchange contracts for hedging purposes.

The Portfolio typically enters into International Swaps and Derivatives Association, Inc. Master Agreements ("ISDA Master Agreement") with its OTC derivative contract counterparties in order to, among other things, reduce its credit risk to OTC counterparties. ISDA Master Agreements include provisions for general obligations, representations, collateral and events of default or termination. Under an ISDA Master Agreement, the Portfolio typically may offset with the OTC counterparty certain derivative financial instruments' payables and/or receivables with collateral held and/or posted and create one single net payment (close-out netting) in the event of default or termination. In the event of a default by an OTC counterparty, the return of collateral with market value in excess of the Portfolio's net liability, held by the defaulting party, may be delayed or denied.

The Portfolio's ISDA Master Agreements may contain provisions for early termination of OTC derivative transactions in the event the net assets of the Portfolio decline below specific levels ("net asset contingent features"). If these levels are triggered, the Portfolio's OTC counterparty has the right to terminate such transaction and require the Portfolio to pay or receive a settlement amount in connection with the terminated transaction. If OTC derivatives were held at period end, please refer to netting arrangements by the OTC counterparty tables below for additional details.

During the six months ended June 30, 2019, the Portfolio had entered into the following derivatives:

| | Asset Derivatives | | Liability Derivatives | |
|---|---|---|---|---|
| **Derivative Type** | **Statement of Assets and Liabilities Location** | **Fair Value** | **Statement of Assets and Liabilities Location** | **Fair Value** |
| Foreign currency contracts | Unrealized appreciation on forward currency exchange contracts | $404,746 | Unrealized depreciation on forward currency exchange contracts | $358,224 |
| Total | | $404,746 | | $358,224 |

| **Derivative Type** | **Location of Gain or (Loss) on Derivatives Within Statement of Operations** | **Realized Gain or (Loss) on Derivatives** | **Change in Unrealized Appreciation or (Depreciation)** |
|---|---|---|---|
| Foreign currency contracts | Net realized gain (loss) on forward currency exchange contracts; Net change in unrealized appreciation/depreciation of forward currency exchange contracts | $(211,964) | $189,903 |
| Total | | $(211,964) | $189,903 |

The following table represents the average monthly volume of the Portfolio's derivative transactions during the six months ended June 30, 2019:

| | |
|---|---|
| Forward Currency Exchange Contracts: | |
| Average principal amount of buy contracts | $28,164,412 |
| Average principal amount of sale contracts | $35,138,745 |

For financial reporting purposes, the Portfolio does not offset derivative assets and derivative liabilities that are subject to netting arrangements in the statement of assets and liabilities.

All OTC derivatives held at period end were subject to netting arrangements. The following table presents the Portfolio's derivative assets and liabilities by OTC counterparty net of amounts available for offset under ISDA Master Agreements ("MA") and net of the related collateral received/pledged by the Portfolio as of June 30, 2019. Exchange-traded derivatives and centrally cleared swaps are not subject to netting arrangements and as such are excluded from the table.

| Counterparty | Derivative Assets Subject to a MA | Derivatives Available for Offset | Cash Collateral Received* | Security Collateral Received* | Net Amount of Derivative Assets |
|---|---|---|---|---|---|
| Bank of America, NA | $ 12,249 | $ (7,828) | $ –0– | $ –0– | $ 4,421 |
| Barclays Bank PLC | 106,503 | (106,503) | –0– | –0– | –0– |
| Citibank, NA | 61,997 | (50,741) | –0– | –0– | 11,256 |
| Morgan Stanley & Co., Inc. | 129,613 | (2,011) | –0– | –0– | 127,602 |
| Natwest Markets PLC | 3,989 | (3,989) | –0– | –0– | –0– |
| Standard Chartered Bank | 66,538 | (59,486) | –0– | –0– | 7,052 |
| State Street Bank & Trust Co. | 22,027 | (10,487) | –0– | –0– | 11,540 |
| UBS AG | 1,830 | (1,830) | –0– | –0– | –0– |
| Total | $404,746 | $(242,875) | $ –0– | $ –0– | $161,871^ |

| Counterparty | Derivative Liabilities Subject to a MA | Derivatives Available for Offset | Cash Collateral Pledged* | Security Collateral Pledged* | Net Amount of Derivative Liabilities |
|---|---|---|---|---|---|
| Bank of America, NA | $ 7,828 | $ (7,828) | $ –0– | $ –0– | $ –0– |
| Barclays Bank PLC | 185,198 | (106,503) | –0– | –0– | 78,695 |
| BNP Paribas SA | 15,476 | –0– | –0– | –0– | 15,476 |
| Citibank, NA | 50,741 | (50,741) | –0– | –0– | –0– |
| JPMorgan Chase Bank, NA | 5,377 | –0– | –0– | –0– | 5,377 |
| Morgan Stanley & Co., Inc. | 2,011 | (2,011) | –0– | –0– | –0– |
| Natwest Markets PLC | 18,138 | (3,989) | –0– | –0– | 14,149 |
| Standard Chartered Bank | 59,486 | (59,486) | –0– | –0– | –0– |
| State Street Bank & Trust Co. | 10,487 | (10,487) | –0– | –0– | –0– |
| UBS AG | 3,482 | (1,830) | –0– | –0– | 1,652 |
| Total | $358,224 | $(242,875) | $ –0– | $ –0– | $115,349^ |

* The actual collateral received/pledged may be more than the amount reported due to over-collateralization.

^ Net amount represents the net receivable/payable that would be due from/to the counterparty in the event of default or termination. The net amount from OTC financial derivative instruments can only be netted across transactions governed under the same master agreement with the same counterparty.

**2. Currency Transactions**

The Portfolio may invest in non-U.S. Dollar-denominated securities on a currency hedged or unhedged basis. The Portfolio may seek investment opportunities by taking long or short positions in currencies through the use of currency-related derivatives, including forward currency exchange contracts, futures and options on futures, swaps, and other options. The Portfolio may enter into transactions for investment opportunities when it anticipates that a foreign currency will appreciate or depreciate in value but securities denominated in that currency are not held by the Portfolio and do not present attractive investment opportunities. Such transactions may also be used when the Adviser believes that it may be more efficient than a direct investment in a foreign currency-denominated security. The Portfolio may also conduct currency exchange contracts on a spot basis (i.e., for cash at the spot rate prevailing in the currency exchange market for buying or selling currencies).

**NOTE E: Securities Lending**

The Portfolio may enter into securities lending transactions. Under the Portfolio's securities lending program, all loans of securities will be collateralized continually by cash collateral and/or non-cash collateral. Non-cash collateral will include only securities issued or guaranteed by the U.S. government or its agencies or instrumentalities. The Portfolio cannot sell or repledge any non-cash collateral, and accordingly will not be reflected in the portfolio of investments. If a loan is collateralized by cash, the Portfolio will be compensated for the loan from a portion of the net return from the income earned on cash collateral after a rebate is paid to the borrower (in some cases, this rebate may be a "negative rebate" or fee paid by the borrower to the Portfolio in connection with the loan), and payments are made for fees of the securities lending agent and for certain other administrative expenses. If the Portfolio receives non-cash collateral, the Portfolio will receive a fee from the borrower generally equal to a negotiated percentage of the market value of the loaned securities. The Portfolio will have the right to call a loan and obtain the securities loaned at any time on notice to the borrower within the normal and customary settlement time for the securities. While the securities are on loan, the borrower is obligated to pay the Portfolio amounts equal to any income or other distributions from the securities. The Portfolio will not be able to exercise voting rights with respect to any securities during the existence of a loan, but will have the right to regain ownership of loaned securities in order to exercise voting or other ownership rights. The lending agent has agreed to indemnify the Portfolio in the case of default of any securities borrower. Collateral received and securities loaned are marked to market daily to ensure that the securities loaned are secured by collateral. The lending agent currently invests the cash collateral received in Government Money Market Portfolio, an eligible money market vehicle, in accordance with the investment restrictions of the Portfolio, and as approved by the Board. The collateral received on securities loaned is recorded as an asset as well as a corresponding liability in the statement of assets and liabilities. The collateral will be adjusted the next business day to maintain the required collateral amount. The amounts of securities lending income from the borrowers and Government Money Market Portfolio are reflected in the statement of operations. When the Portfolio earns net securities lending income from Government Money Market Portfolio, the income is inclusive of a rebate expense paid to the borrower. In connection with the cash collateral investment by the Portfolio in Government Money Market Portfolio, the Adviser has agreed to waive a portion of the Portfolio's share of the advisory fees of Government Money Market Portfolio, as borne indirectly by the Portfolio as an acquired fund fee and expense. When the Portfolio lends securities, its investment performance will continue to reflect changes in the value of the securities loaned. A principal risk of lending portfolio securities is that the borrower may fail to return the loaned securities upon termination of the loan and that the collateral will not be sufficient to replace the loaned securities.

A summary of the Portfolio's transactions surrounding securities lending for the six months ended June 30, 2019 is as follows:

| | | | | Government Money Market Portfolio | |
|---|---|---|---|---|---|
| Market Value of Securities on Loan* | Cash Collateral* | Market Value of Non-Cash Collateral* | Income from Borrowers | Income Earned | Advisory Fee Waived |
| $6,760,659 | $0 | $6,815,562 | $393 | $4,083 | $59 |

* As of June 30, 2019.

**NOTE F: Capital Stock**

Each class consists of 500,000,000 authorized shares. Transactions in capital shares for each class were as follows:

| | SHARES | | AMOUNT | |
|---|---|---|---|---|
| | Six Months Ended June 30, 2019 (unaudited) | Year Ended December 31, 2018 | Six Months Ended June 30, 2019 (unaudited) | Year Ended December 31, 2018 |
| **Class A** | | | | |
| Shares sold | 45,260 | 216,094 | $ 1,387,100 | $ 6,612,541 |
| Shares redeemed | (110,038) | (230,647) | (3,410,868) | (7,032,186) |
| Net decrease | (64,778) | (14,553) | $ (2,023,768) | $ (419,645) |
| **Class B** | | | | |
| Shares sold | 116,703 | 353,636 | $ 3,460,460 | $ 10,398,435 |
| Shares redeemed | (366,309) | (913,680) | (10,952,841) | (26,675,161) |
| Net decrease | (249,606) | (560,044) | $ (7,492,381) | $(16,276,726) |

At June 30, 2019, certain shareholders of the Portfolio owned 67% in aggregate of the Portfolio's outstanding shares. Significant transactions by such shareholders, if any, may impact the Portfolio's performance.

**NOTE G: Risks Involved in Investing in the Portfolio**

Foreign (Non-U.S.) Risk—Investments in securities of non-U.S. issuers may involve more risk than those of U.S. issuers. These securities may fluctuate more widely in price and may be more difficult to trade or dispose of due to adverse market, economic, political, regulatory or other factors.

Emerging Market Risk—Investments in emerging market countries may have more risk because the markets are less developed and less liquid, and because these investments may be subject to increased economic, political, regulatory or other uncertainties.

Currency Risk—Fluctuations in currency exchange rates may negatively affect the value of the Portfolio's investments or reduce its returns.

Capitalization Risk—Investments in mid-capitalization companies may be more volatile than investments in large-capitalization companies. Investments in mid-capitalization companies may have additional risks because these companies may have limited product lines, markets or financial resources.

Derivatives Risk—The Portfolio may enter into derivative transactions such as forwards, options, futures and swaps. Derivatives may be illiquid, difficult to price, and leveraged so that small changes may produce disproportionate losses for the Portfolio, and subject to counterparty risk to a greater degree than more traditional investments. Derivatives may result in significant losses, including losses that are far greater than the value of the derivatives reflected on the statement of assets and liabilities.

Focused Portfolio Risk—Investments in a limited number of companies may have more risk because changes in the value of a single security may have a more significant effect, either negative or positive, on the Portfolio's net asset value, or NAV.

Leverage Risk—When the Portfolio borrows money or otherwise leverages its investments, its performance may be volatile because leverage tends to exaggerate the effect of any increase or decrease in the value of the Portfolio's investments. The Portfolio may create leverage through the use of reverse repurchase arrangements, forward currency exchange contracts, forward commitments, dollar rolls or futures or by borrowing money. The use of other types of derivative instruments by the Portfolio, such as options and swaps, may also result in a form of leverage. Leverage may result in higher returns to the Portfolio than if the Portfolio were not leveraged, but may also adversely affect returns, particularly if the market is declining.

Indemnification Risk—In the ordinary course of business, the Portfolio enters into contracts that contain a variety of indemnifications. The Portfolio's maximum exposure under these arrangements is unknown. However, the Portfolio has not had prior claims or losses pursuant to these indemnification provisions and expects the risk of loss thereunder to be remote. Therefore, the Portfolio has not accrued any liability in connection with these indemnification provisions.

**NOTE H: Joint Credit Facility**

A number of open-end mutual funds managed by the Adviser, including the Portfolio, participate in a $325 million revolving credit facility (the "Facility") intended to provide short-term financing, if necessary, subject to certain restrictions in connection with abnormal redemption activity. Commitment fees related to the Facility are paid by the participating funds and are included in miscellaneous expenses in the statement of operations. The Portfolio did not utilize the Facility during the six months ended June 30, 2019.

**NOTE I: Components of Accumulated Earnings (Deficit)**

The tax character of distributions to be paid for the year ending December 31, 2019 will be determined at the end of the current fiscal year. The tax character of distributions paid during the fiscal years ended December 31, 2018 and December 31, 2017 were as follows:

| | 2018 | 2017 |
|---|---|---|
| Distributions paid from: | | |
| Ordinary income | $ –0– | $433,406 |
| Total taxable distributions paid | $ –0– | $433,406 |

As of December 31, 2018, the components of accumulated earnings/(deficit) on a tax basis were as follows:

| | |
|---|---|
| Undistributed ordinary income | $ 315,850 |
| Undistributed capital gains | 7,253,846 |
| Unrealized appreciation/(depreciation) | 18,081,162(a) |
| Total accumulated earnings/(deficit) | $25,650,858 |

(a) The differences between book-basis and tax-basis unrealized appreciation/(depreciation) are attributable primarily to the tax deferral of losses on wash sales, return of capital distributions received from underlying securities, and the recognition for tax purposes of unrealized gains/losses on certain derivative instruments.

For tax purposes, net realized capital losses may be carried over to offset future capital gains, if any. Funds are permitted to carry forward capital losses for an indefinite period, and such losses will retain their character as either short-term or long-term capital losses. As of December 31, 2018, the Portfolio did not have any capital loss carryforwards.

**NOTE J: Recent Accounting Pronouncements**

In August 2018, the Financial Accounting Standards Board issued an Accounting Standards Update, ASU 2018-13, Fair Value Measurement (Topic 820), Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement which removes, modifies and adds disclosures to Topic 820. The amendments in this ASU 2018-13 ("ASU") apply to all entities that are required, under existing U.S. GAAP, to make disclosures about recurring or nonrecurring fair value measurements. The amendments in this ASU are effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. Management has evaluated the impact of the amendments and elected to early adopt the ASU. The adoption of this ASU did not have a material impact on the disclosure and presentation of the financial statements of the Portfolio.

**NOTE K: Subsequent Events**

Management has evaluated subsequent events for possible recognition or disclosure in the financial statements through the date the financial statements are issued. Management has determined that there are no material events that would require disclosure in the Portfolio's financial statements through this date.

*Selected Data For A Share Of Capital Stock Outstanding Throughout Each Period*

| | CLASS A | | | | | |
|---|---|---|---|---|---|---|
| | Six Months Ended June 30, 2019 (unaudited) | Year Ended December 31, | | | | |
| | | 2018 | 2017 | 2016 | 2015 | 2014 |
| Net asset value, beginning of period | $27.35 | $30.32 | $22.29 | $22.43 | $21.80 | $20.75 |
| **Income From Investment Operations** | | | | | | |
| Net investment income (a) | .11(b) | .11(b) | .03(b) | .04(b)† | .02 | .06 |
| Net realized and unrealized gain (loss) on investment and foreign currency transactions | 5.70 | (3.08) | 8.13 | (.18) | .60 | .99 |
| Contributions from Affiliates | –0– | –0– | –0– | –0– | .01 | –0– |
| Net increase (decrease) in net asset value from operations | 5.81 | (2.97) | 8.16 | (.14) | .63 | 1.05 |
| **Less: Dividends** | | | | | | |
| Dividends from net investment income | –0– | –0– | (.13) | –0– | –0– | –0– |
| Net asset value, end of period | $33.16 | $27.35 | $30.32 | $22.29 | $22.43 | $21.80 |
| **Total Return** | | | | | | |
| Total investment return based on net asset value (c)* | 21.24% | (9.79)% | 36.66% | (.62)%† | 2.89% | 5.06% |
| **Ratios/Supplemental Data** | | | | | | |
| Net assets, end of period (000's omitted) | $41,247 | $35,799 | $40,121 | $28,458 | $31,534 | $30,886 |
| Ratio to average net assets of: | | | | | | |
| Expenses, net of waivers/reimbursements | .98%^ | .99% | 1.02% | 1.06% | 1.01% | 1.01% |
| Expenses, before waivers/ reimbursements | 1.04%^ | 1.01% | 1.02% | 1.06% | 1.01% | 1.01% |
| Net investment income | .72%(b)^ | .37%(b) | .09%(b) | .17%(b)† | .07% | .26% |
| Portfolio turnover rate | 11% | 32% | 40% | 54% | 47% | 48% |

See footnote summary on page 22.

***Selected Data For A Share Of Capital Stock Outstanding Throughout Each Period***

| | CLASS B | | | | | |
|---|---|---|---|---|---|---|
| | Six Months Ended June 30, 2019 (unaudited) | Year Ended December 31, 2018 | 2017 | 2016 | 2015 | 2014 |
| Net asset value, beginning of period | $26.33 | $29.25 | $21.52 | $21.71 | $21.15 | $20.18 |
| **Income From Investment Operations** | | | | | | |
| Net investment income (loss) (a) | .07(b) | .04(b) | (.04)(b) | (.02)(b)† | (.04) | .00(d) |
| Net realized and unrealized gain (loss) on investment and foreign currency transactions | 5.47 | (2.96) | 7.84 | (.17) | .59 | .97 |
| Contributions from Affiliates | –0– | –0– | –0– | –0– | .01 | –0– |
| Net increase (decrease) in net asset value from operations | 5.54 | (2.92) | 7.80 | (.19) | .56 | .97 |
| **Less: Dividends** | | | | | | |
| Dividends from net investment income | –0– | –0– | (.07) | –0– | –0– | –0– |
| Net asset value, end of period | $31.87 | $26.33 | $29.25 | $21.52 | $21.71 | $21.15 |
| **Total Return** | | | | | | |
| Total investment return based on net asset value (c)* | 21.04% | (9.98)% | 36.30% | (.87)%† | 2.65% | 4.81% |
| **Ratios/Supplemental Data** | | | | | | |
| Net assets, end of period (000's omitted) | $90,048 | $80,949 | $106,331 | $78,625 | $92,298 | $96,728 |
| Ratio to average net assets of: | | | | | | |
| Expenses, net of waivers/reimbursements | 1.23%^ | 1.24% | 1.26% | 1.31% | 1.26% | 1.26% |
| Expenses, before waivers/reimbursements | 1.29%^ | 1.25% | 1.27% | 1.31% | 1.26% | 1.26% |
| Net investment income (loss) | .47%(b)^ | .13%(b) | (.15)%(b) | (.07)%(b)† | (.17)% | .01% |
| Portfolio turnover rate | 11% | 32% | 40% | 54% | 47% | 48% |

(a) Based on average shares outstanding.

(b) Net of fees and expenses waived/reimbursed by the Adviser.

(c) Total investment return is calculated assuming an initial investment made at the net asset value at the beginning of the period, reinvestment of all dividends and distributions at net asset value during the period, and redemption on the last day of the period. Total return does not reflect (i) insurance company's separate account related expense charges and (ii) the deductions of taxes that a shareholder would pay on Portfolio distributions or the redemption of Portfolio shares. Total investment return calculated for a period of less than one year is not annualized.

(d) Amount is less than $.005.

† For the year ended December 31, 2016, the amount includes a refund for overbilling of prior years' custody out of pocket fees as follows:

| Net Investment Income Per Share | Net Investment Income Ratio | Total Return |
|---|---|---|
| $.004 | .02% | .02% |

* Includes the impact of proceeds received and credited to the Portfolio resulting from class action settlements, which enhanced the Portfolio's performance for the years ended December 31, 2017, December 31, 2016, December 31, 2015 and December 31, 2014 by .04%, .28%, .01% and .02%, respectively.

^ Annualized.

See notes to financial statements.

**INFORMATION REGARDING THE REVIEW AND APPROVAL OF THE FUND'S PROPOSED NEW ADVISORY AGREEMENTS AND INTERIM ADVISORY AGREEMENT IN THE CONTEXT OF POTENTIAL ASSIGNMENTS**

As described in more detail in the Proxy Statement for AB Variable Products Series Fund, Inc. (the "Company") dated August 20, 2018, the Board of the Company, at a meeting held on July 31-August 2, 2018, approved new advisory agreements with the Adviser (the "Proposed Agreements") in respect of each fund organized as a series of the Company (the "Funds"), including AB Global Thematic Growth Portfolio (the "Fund"), in connection with the planned disposition by AXA S.A. of its remaining shares of AXA Equitable Holdings, Inc. (the indirect holder of a majority of the partnership interests in the Adviser and the indirect parent of AllianceBernstein Corporation, the general partner of the Adviser) in one or more transactions and the related potential for one or more "assignments" (within the meaning of section 2(a)(4) of the Investment Company Act) of the advisory agreements for the Company in respect of the Funds, including the Fund, resulting in the automatic termination of such advisory agreements.

At the same meeting, the Board also considered and approved an interim advisory agreement with the Adviser (the "Interim Advisory Agreement") for the Company in respect of the Funds, including the Fund, to be effective only in the event that stockholder approval of the Proposed Agreements had not been obtained as of the date of one or more transactions resulting in an "assignment" of the Adviser's advisory agreements, resulting in the automatic termination of such advisory agreements.

The shareholders of the Fund subsequently approved the Proposed Agreements at an annual meeting of shareholders called for the purpose of electing Directors and voting on the Proposed Agreements.

A discussion regarding the basis for the Board's approvals at the meeting held on July 31-August 2, 2018 is set forth below.

At a meeting of the Board held on July 31-August 2, 2018, the Adviser presented its recommendation that the Board consider and approve the Proposed Agreement in respect of each Fund. Section 15(c) of the 1940 Act provides that, after an initial period, a Fund's Current Agreement will remain in effect only if the Board, including a majority of the Independent Directors, annually reviews and approves it. The Current Agreement in respect of each Fund had been approved by the Board within the one-year period prior to approval of the Proposed Agreement in respect of each Fund. In connection with their approval of the Proposed Agreement in respect of each Fund, the Board considered its conclusions in connection with its most recent approval of the Current Agreement, in particular in cases where the last approval of the Current Agreement in respect of a Fund was relatively recent, including the Board's general satisfaction with the nature and quality of services being provided and, as applicable, in the case of certain Funds, actions taken or to be taken in an effort to improve investment performance or reduce expense ratios. The Directors also reviewed updated information provided by the Adviser in respect of each Fund. Also in connection with their approval of the Proposed Agreement, the Board considered a representation made to them at that time by the Adviser that there were no additional developments not already disclosed to the Board since its most recent approval of the Current Agreement in respect of a Fund that would be a material consideration to the Board in connection with its consideration of the Proposed Agreement, except for matters disclosed to the Board by the Adviser. The Directors considered the fact that the Proposed Agreement would have corresponding terms and conditions identical to those of the Current Agreement with the exception of the effective date and initial term under the Proposed Agreement.

The Directors considered their knowledge of the nature and quality of the services provided by the Adviser to each Fund gained from their experience as directors or trustees of registered investment companies advised by the Adviser, their overall confidence in the Adviser's integrity and competence they have gained from that experience, the Adviser's initiative in identifying and raising potential issues with the Directors and its responsiveness, frankness and attention to concerns raised by the Directors in the past, including the Adviser's willingness to consider and implement organizational and operational changes designed to improve investment results and the services provided to the Funds. The Directors noted that they have four regular meetings each year, at each of which they review extensive materials and information from the Adviser, including information on the investment performance of each Fund.

The Directors also considered all factors they believed relevant, including the specific matters discussed below. During the course of their deliberations, the Directors evaluated, among other things, the reasonableness of the management fees of the Funds they oversee. The Directors did not identify any particular information that was all-important or controlling, and different Directors may have attributed different weights to the various factors. The Directors determined that the selection of the Adviser to manage the Funds, and the overall arrangements between the Funds and the Adviser, as provided in the Proposed Agreement, including the management fees, were fair and reasonable in light of the services performed under the Current Agreement and to be performed under the Proposed Agreement, expenses incurred and to be incurred and such other matters as the Directors considered relevant in the exercise of their business judgment. The material factors and conclusions that formed the basis for the Directors' determinations included the following:

**Nature, Extent and Quality of Services Provided**

The Directors considered the scope and quality of services to be provided by the Adviser under the Proposed Agreement, including the quality of the investment research capabilities of the Adviser and the other resources it has dedicated to performing services for the Funds. They also considered the information that had been provided to them by the Adviser concerning the anticipated implementation of the Plan and the Adviser's representation that it did not anticipate that such implementation would affect the management or structure of the Adviser, have a material adverse effect on the Adviser, or adversely affect the quality of the services provided to the Funds by the Adviser and its affiliates. The Directors noted that the Adviser from time to time reviews each Fund's investment strategies and from time to time proposes changes intended to improve the Fund's relative or absolute performance for the Directors' consideration. They also noted the professional experience and qualifications of each Fund's portfolio management team and other senior personnel of the Adviser. The Directors also considered that the Proposed Agreement, similar to the Current Agreement, provides that the Funds will reimburse the Adviser for the cost to it of providing certain clerical, accounting, administrative and other services to the Funds by employees of the Adviser or its affiliates. Requests for these reimbursements are made on a quarterly basis and subject to approval by the Directors. The Directors noted that the Adviser did not request any reimbursements from certain Funds in the Fund's latest fiscal year reviewed. The Directors noted that the methodology to be used to determine the reimbursement amounts had been reviewed by an independent consultant retained by the Funds' former Senior Officer/Independent Compliance Officer. The quality of administrative and other services, including the Adviser's role in coordinating the activities of the Funds' other service providers, also was considered. The Directors concluded that, overall, they were satisfied with the nature, extent and quality of services to be provided to the Funds under the Proposed Agreement.

**Costs of Services to be Provided and Profitability**

The Directors reviewed a schedule of the revenues and expenses and related notes indicating the profitability of each Fund to the Adviser for calendar years 2016 and 2017, as applicable, that had been prepared with an expense allocation methodology arrived at in consultation with an independent consultant retained by the Funds' former Senior Officer/Independent Compliance Officer. The Directors noted the assumptions and methods of allocation used by the Adviser in preparing fund-specific profitability data and understood that there are a number of potentially acceptable allocation methodologies for information of this type. The Directors noted that the profitability information reflected all revenues and expenses of the Adviser's relationship with a Fund, including those relating to its subsidiaries that provide transfer agency, distribution and brokerage services to the Fund, as applicable. The Directors recognized that it is difficult to make comparisons of the profitability of the Proposed Agreement with the profitability of fund advisory contracts for unaffiliated funds because comparative information is not generally publicly available and is affected by numerous factors. The Directors focused on the profitability of the Adviser's relationship with each Fund before taxes and distribution expenses. The Directors noted that certain Funds were not profitable to the Adviser in one or more periods reviewed. The Directors concluded that the Adviser's level of profitability from its relationship with the other Funds was not unreasonable.

**Fall-Out Benefits**

The Directors considered the other benefits to the Adviser and its affiliates from their relationships with the Funds, including, but not limited to, as applicable, benefits relating to soft dollar arrangements (whereby investment advisers receive brokerage and research services from brokers that execute agency transactions for their clients) in the case of certain Funds; 12b-1 fees and sales charges received by the principal underwriter (which is a wholly owned subsidiary of the Adviser) in respect of the Class B shares of the Funds; brokerage commissions paid by certain Funds to brokers affiliated with the Adviser; and transfer agency fees paid by the Funds to a wholly owned subsidiary of the Adviser. The Directors recognized that the Adviser's profitability would be somewhat lower, and that a Fund's unprofitability to the Adviser would be exacerbated, without these benefits. The Directors understood that the Adviser also might derive reputational and other benefits from its association with the Funds.

**Investment Results**

In addition to the information reviewed by the Directors in connection with the Board meeting at which the Proposed Agreement was approved, the Directors receive detailed performance information for the Funds at each regular Board meeting during the year.

The Board's consideration of the Proposed Agreement was informed by their most recent approval of the Current Agreement, and, in the case of certain Funds, their discussion with the Adviser of the reasons for those Funds' underperformance in certain periods. The Directors also reviewed updated performance information and, in some cases, discussed with the Adviser the reasons for changes in performance or continued underperformance. On the basis of this review, the Directors concluded that each Fund's investment performance was acceptable.

**Management Fees and Other Expenses**

The Directors considered the management fee rate payable by each Fund to the Adviser and information prepared by an independent service provider (the "15(c) provider") concerning management fee rates payable by other funds in the same category as the Fund. The Directors recognized that it is difficult to make comparisons of management fees because there are variations in the services that are included in the fees paid by other funds. The Directors compared each Fund's contractual management fee rate with a peer group median, and where applicable, took into account the impact on the management fee rate of the administrative expense reimbursement paid to the Adviser in the latest fiscal year.

The Directors also considered the Adviser's fee schedule for other clients pursuing a similar investment style to each Fund. For this purpose, they reviewed the relevant advisory fee information from the Adviser's Form ADV and in a report from the Funds' Senior Analyst and noted the differences between a Fund's fee schedule, on the one hand, and the Adviser's institutional fee schedule and the schedule of fees charged by the Adviser to any offshore funds and for services to any sub-advised funds pursuing a similar investment strategy as the Fund, on the other, as applicable. The Directors noted that the Adviser may, in some cases, agree to fee rates with large institutional clients that are lower than those reviewed by the Directors and that they had previously discussed with the Adviser its policies in respect of such arrangements. The Adviser also informed the Directors that, in the case of certain Funds, there were no institutional products managed by the Adviser that have a substantially similar investment style. The Directors also discussed these matters with their independent fee consultant.

The Adviser reviewed with the Directors the significantly greater scope of the services it provides to each Fund relative to institutional, offshore fund and sub- advised fund clients, as applicable. In this regard, the Adviser noted, among other things, that, compared to institutional and offshore or sub-advisory accounts, each Fund, as applicable, (i) demands considerably more portfolio management, research and trading resources due to significantly higher daily cash flows; (ii) has more tax and regulatory restrictions and compliance obligations; (iii) must prepare and file or distribute regulatory and other communications about fund operations; and (iv) must provide shareholder servicing to retail investors. The Adviser also reviewed the greater legal risks presented by the large and changing population of Fund stockholders who may assert claims against the Adviser in individual or class actions, and the greater entrepreneurial risk in offering new fund products, which require substantial investment to launch, may not succeed, and generally must be priced to compete with larger, more established funds resulting in lack of profitability to the Adviser until a new fund achieves scale. In light of the substantial differences in services rendered by the Adviser to institutional, offshore fund and sub-advised fund clients as compared to the Funds, and the different risk profile, the Directors considered these fee comparisons inapt and did not place significant weight on them in their deliberations.

The Directors noted that certain of the Funds may invest in shares of exchange-traded funds ("ETFs"), subject to the restrictions and limitations of the 1940 Act as these may be varied as a result of exemptive orders issued by the SEC. The Directors also noted that ETFs pay advisory fees pursuant to their advisory contracts. The Directors concluded, based on the Adviser's explanation of how it uses ETFs when they are the most cost-effective way to obtain desired exposures, in some cases pending purchases of underlying securities, that each Fund's management fee would be for services that would be in addition to, rather than duplicative of, the services provided under the advisory contracts of the ETFs.

With respect to each Fund's management fee, the Directors considered the total expense ratios of the Fund in comparison to a peer group and peer universe selected by the 15(c) service provider. The Directors also considered the Adviser's expense caps for certain Funds. The Directors view expense ratio information as relevant to their evaluation of the Adviser's services because the Adviser is responsible for coordinating services provided to a Fund by others.

The Board's consideration of the Proposed Agreement was informed by their most recent approval of the Current Agreement, and, in the case of certain Funds, their discussion with the Adviser of the reasons for those Funds' expense ratios in certain periods. The Directors also reviewed updated expense ratio information and, in some cases, discussed with the Adviser the reasons for the expense ratios of certain Funds. On the basis of this review, the Directors concluded that each Fund's expense ratio was acceptable.

**Economies of Scale**

The Directors noted that the management fee schedules for certain Funds do not contain breakpoints and that they had discussed their strong preference for breakpoints in advisory contracts with the Adviser. The Directors took into consideration prior presentations by an independent consultant on economies of scale in the mutual fund industry and for the Funds, and by the Adviser concerning certain of its views on economies of scale. The Directors also had requested and received from the Adviser certain updates on economies of scale in advance of the Board meeting. The Directors believe that economies of scale may be realized (if at all) by the Adviser across a variety of products and services, and not only in respect of a single fund. The Directors noted that there is no established methodology for setting breakpoints that give effect to the fund-specific services provided by a fund's adviser and to the economies of scale that an adviser may realize in its overall mutual fund business or those components of it which directly or indirectly affect a fund's operations. The Directors observed that in the mutual fund industry as a whole, as well as among funds similar to each Fund, there is no uniformity or pattern in the fees and asset levels at which breakpoints (if any) apply. The Directors also noted that the advisory agreements for many funds do not have breakpoints at all.

The Directors informed the Adviser that they would monitor the asset levels of the Funds without breakpoints and their profitability to the Adviser and anticipated revisiting the question of breakpoints in the future if circumstances warrant doing so.

**Interim Advisory Agreement**

In approving the Interim Advisory Agreement, the Board with the assistance of independent counsel, considered similar factors to those considered in approving the Proposed Agreement. The Interim Advisory Agreement approved by the Board is identical to the Proposed Agreement, as well as the Current Agreement, in all material respects except for its proposed effective and termination dates and provisions intended to comply with the requirements of the relevant SEC rule, such as provisions requiring escrow of advisory fees. Under the Interim Advisory Agreement, the Adviser would continue to manage a Fund pursuant to the Interim Advisory Agreement until a new advisory agreement was approved by stockholders or until the end of the 150-day period, whichever would occur earlier. All fees earned by the Adviser under the Interim Advisory Agreement would be held in escrow pending stockholder approval of the Proposed Agreement. Upon approval of a new advisory agreement by stockholders, the escrowed management fees would be paid to the Adviser, and the Interim Advisory Agreement would terminate.

## INFORMATION REGARDING THE REVIEW AND APPROVAL OF THE FUND'S CURRENT ADVISORY AGREEMENT

The disinterested directors (the "directors") of AB Variable Products Series Fund, Inc. (the "Company") unanimously approved the continuance of the Company's Advisory Agreement with the Adviser in respect of AB Global Thematic Growth Portfolio (the "Fund") at a meeting held on May 7-9, 2019 (the "Meeting").

Prior to approval of the continuance of the Advisory Agreement, the directors had requested from the Adviser, and received and evaluated, extensive materials. They reviewed the proposed continuance of the Advisory Agreement with the Adviser and with experienced counsel who are independent of the Adviser, who advised on the relevant legal standards. The directors also reviewed additional materials, including comparative analytical data prepared by the Senior Analyst for the Fund. The directors also discussed the proposed continuance in private sessions with counsel.

The directors considered their knowledge of the nature and quality of the services provided by the Adviser to the Fund gained from their experience as directors or trustees of most of the registered investment companies advised by the Adviser, their overall confidence in the Adviser's integrity and competence they have gained from that experience, the Adviser's initiative in identifying and raising potential issues with the directors and its responsiveness, frankness and attention to concerns raised by the directors in the past, including the Adviser's willingness to consider and implement organizational and operational changes designed to improve investment results and the services provided to the AB Funds. The directors noted that they have four regular meetings each year, at each of which they review extensive materials and information from the Adviser, including information on the investment performance of the Fund.

The directors also considered all factors they believed relevant, including the specific matters discussed below. During the course of their deliberations, the directors evaluated, among other things, the reasonableness of the advisory fee. The directors did not identify any particular information that was all-important or controlling, and different directors may have attributed different weights to the various factors. The directors determined that the selection of the Adviser to manage the Fund and the overall arrangements between the Fund and the Adviser, as provided in the Advisory Agreement, including the advisory fee, were fair and reasonable in light of the services performed, expenses incurred and such other matters as the directors considered relevant in the exercise of their business judgment. The material factors and conclusions that formed the basis for the directors' determinations included the following:

**Nature, Extent and Quality of Services Provided**

The directors considered the scope and quality of services provided by the Adviser under the Advisory Agreement, including the quality of the investment research capabilities of the Adviser and the other resources it has dedicated to performing services for the Fund. The directors noted that the Adviser from time to time reviews the Fund's investment strategies and from time to time proposes changes intended to improve the Fund's relative or absolute performance for the directors' consideration. They also noted the professional experience and qualifications of the Fund's portfolio management team and other senior personnel of the Adviser. The directors also considered that the Advisory Agreement provides that the Fund will reimburse the Adviser for the cost to it of providing certain clerical, accounting, administrative and other services to the Fund by employees of the Adviser or its affiliates. Requests for these reimbursements are made on a quarterly basis and subject to approval by the directors. Reimbursements, to the extent requested and paid, result in a higher rate of total compensation from the Fund to the Adviser than the fee rate stated in the Advisory Agreement. The directors noted that the methodology used to determine the reimbursement amounts had been reviewed by an independent consultant retained by the Fund's former Senior Officer/Independent Compliance Officer. The quality of administrative and other services, including the Adviser's role in coordinating the activities of the Fund's other service providers, also was considered. The directors concluded that, overall, they were satisfied with the nature, extent and quality of services provided to the Fund under the Advisory Agreement.

**Costs of Services Provided and Profitability**

The directors reviewed a schedule of the revenues and expenses and related notes indicating the profitability of the Fund to the Adviser for calendar years 2017 and 2018 that had been prepared with an expense allocation methodology arrived at in consultation with an independent consultant retained by the Fund's former Senior Officer/Independent Compliance Officer. The directors noted the assumptions and methods of allocation used by the Adviser in preparing fund-specific profitability data and understood that there are a number of potentially acceptable allocation methodologies for information of this type. The directors noted that the profitability information reflected all revenues and expenses of the Adviser's relationship with the Fund, including those relating to its subsidiaries that provide transfer agency, distribution and brokerage services to the Fund. The directors recognized that it is difficult to make comparisons of the profitability of the Advisory Agreement with the profitability of advisory contracts for unaffiliated funds because comparative information is not generally publicly available and is affected by numerous factors. The directors focused on the profitability of the Adviser's relationship with the Fund before taxes and distribution expenses. The directors concluded that the Adviser's level of profitability from its relationship with the Fund was not unreasonable.

**Fall-Out Benefits**

The directors considered the other benefits to the Adviser and its affiliates from their relationships with the Fund and the underlying fund advised by the Adviser in which the Fund invests, including, but not limited to, benefits relating to soft dollar arrangements (whereby investment advisers receive brokerage and research services from brokers that execute agency transactions for their clients); 12b-1 fees and sales charges received by the Fund's principal underwriter (which is a wholly owned subsidiary of the Adviser) in respect of the Fund's Class B shares; brokerage commissions paid by the Fund to brokers affiliated with the Adviser; and transfer agency fees paid by the Fund to a wholly owned subsidiary of the Adviser. The directors recognized that the Adviser's profitability would be somewhat lower without these benefits. The directors understood that the Adviser also might derive reputational and other benefits from its association with the Fund.

**Investment Results**

In addition to the information reviewed by the directors in connection with the Meeting, the directors receive detailed performance information for the Fund at each regular Board meeting during the year.

At the Meeting, the directors reviewed performance information prepared by an independent service provider (the "15(c) service provider"), showing the performance of the Class A Shares of the Fund against a group of similar funds ("peer group") and a larger group of similar funds ("peer universe"), each selected by the 15(c) service provider, and information prepared by the Adviser showing performance of the Class A Shares against a broad-based securities market index, in each case for the 1-, 3-, 5- and 10-year periods ended February 28, 2019. Based on their review, the directors concluded that the Fund's investment performance was acceptable.

**Advisory Fees and Other Expenses**

The directors considered the advisory fee rate payable by the Fund to the Adviser and information prepared by the 15(c) service provider concerning advisory fee rates payable by other funds in the same category as the Fund. The directors recognized that it is difficult to make comparisons of advisory fees because there are variations in the services that are included in the fees paid by other funds. The directors compared the Fund's contractual effective advisory fee rate with a peer group median and noted that it was above the median. The directors also took into account the impact on the advisory fee rate of the administrative expense reimbursement paid to the Adviser in the latest fiscal year.

The directors also considered the Adviser's fee schedule for other clients pursuing an investment strategy similar to the Fund's. For this purpose, they reviewed the relevant advisory fee information from the Adviser's Form ADV and in a report from the Fund's Senior Analyst and noted the differences between the Fund's fee schedule, on the one hand, and the Adviser's institutional fee schedule and the schedule of fees charged by the Adviser to any offshore funds and for services to any sub-advised funds pursuing an investment strategy similar to the Fund's, on the other. The directors noted that the Adviser may, in some cases, agree to fee rates with large institutional clients that are lower than those reviewed by the directors and that they had previously discussed with the Adviser its policies in respect of such arrangements. The directors previously discussed these matters with an independent fee consultant. The directors also compared the advisory fee rate for the Fund with those for two other funds advised by the Adviser with a similar investment strategy.

The Adviser reviewed with the directors the significantly greater scope of the services it provides to the Fund relative to institutional, offshore fund and sub-advised fund clients. In this regard, the Adviser noted, among other things, that, compared to institutional and offshore or sub-advisory accounts, the Fund (i) demands considerably more portfolio management, research and trading resources due to significantly higher daily cash flows; (ii) has more tax and regulatory restrictions and compliance obligations; (iii) must prepare and file or distribute regulatory and other communications about fund operations; and (iv) must provide shareholder servicing to retail investors. The Adviser also reviewed the greater legal risks presented by the large and changing population of Fund shareholders who may assert claims against the Adviser in individual or class actions, and the greater entrepreneurial risk in offering new fund products, which require substantial investment to launch, may not succeed, and generally must be priced to compete with larger, more established funds resulting in lack of profitability to the Adviser until a new fund achieves scale. In light of the substantial differences in services rendered by the Adviser to institutional, offshore fund and sub-advised fund clients as compared to funds such as the Fund, and the different risk profile, the directors considered these fee comparisons inapt and did not place significant weight on them in their deliberations.

In connection with their review of the Fund's advisory fee, the directors also considered the total expense ratio of the Class A shares of the Fund in comparison to a peer group and a peer universe selected by the 15(c) service provider. The Class A expense ratio of the Fund was based on the Fund's latest fiscal year. The directors noted that it was likely that the expense ratios of some of the other funds in the Fund's category were lowered by waivers or reimbursements by those funds' investment advisers, which in some cases might be voluntary or temporary. The directors view expense ratio information as relevant to their evaluation of the Adviser's services because the Adviser is responsible for coordinating services provided to the Fund by others. The directors noted that the Fund's expense ratio was above the peer group median. After reviewing and discussing the Adviser's explanations of the reasons for this, the directors concluded that the Fund's expense ratio was acceptable.

**Economies of Scale**

The directors noted that the advisory fee schedule for the Fund contains breakpoints that reduce the fee rates on assets above specified levels. The directors took into consideration prior presentations by an independent consultant on economies of scale in the mutual fund industry and for the AB Funds, and presentations from time to time by the Adviser concerning certain of its views on economies of scale. The directors also previously discussed economies of scale with an independent fee consultant. The directors also had requested and received from the Adviser certain updates on economies of scale in advance of the Meeting. The directors believe that economies of scale may be realized (if at all) by the Adviser across a variety of products and services, and not only in respect of a single fund. The directors noted that there is no established methodology for setting breakpoints that give effect to the fund-specific services provided by a fund's adviser and to the economies of scale that an adviser may realize in its overall mutual fund business or those components of it which directly or indirectly affect a fund's operations. The directors observed that in the mutual fund industry as a whole, as well as among funds similar to the Fund, there is no uniformity or pattern in the fees and asset levels at which breakpoints (if any) apply. The directors also noted that the advisory agreements for many funds do not have breakpoints at all. Having taken these factors into account, the directors concluded that the Fund's shareholders would benefit from a sharing of economies of scale in the event the Fund's net assets exceed a breakpoint in the future.

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